Distributions

Distributions on the certificates will be made by the trustee on the 25th day of each month or, if that day is not a business day, on the first business day thereafter, commencing in May 2006 (each, a "Distribution Date"), to the persons in whose names the certificates are registered at the close of business on the Record Date. The "Record Date" for any Distribution Date will be the last business day of the calendar month immediately prior to the month in which that Distribution Date occurs.

Distributions on each Distribution Date will be made by check mailed to the address of the person entitled to it as it appears on the applicable certificate register or, in the case of a certificateholder who holds 100% of a class of certificates or who holds certificates with an aggregate initial certificate balance of $1,000,000 or more or who holds a notional amount certificate and who has so notified the trustee in writing in accordance with the pooling and servicing agreement, by wire transfer in immediately available funds to the account of the certificateholder at a bank or other depository institution having appropriate wire transfer facilities; provided, however, that the final distribution in retirement of the certificates will be made only upon presentment and surrender of the certificates at the corporate trust office of the trustee.

Priority of Distributions Among Certificates

As more fully described in this prospectus supplement, distributions on the group 1 senior certificates, the group 2 senior certificates, the group 3 senior certificates and the group 4 senior certificates will be made on each Distribution Date primarily from Available Funds of the related loan group, and, in certain circumstances, from any Available Funds from the other loan groups remaining after distributions to the senior certificates related to such other loan groups. Distributions on the subordinated certificates will be based on any remaining Available Funds for all of the loan groups for such Distribution Date, in each case after giving effect to distributions on all classes of senior certificates as described in the preceding sentence and payments in respect of Class PO Deferred Amounts. These distributions will be made in the following order of priority:

- to interest on each interest-bearing class of senior certificates relating to each loan group, *pro rata*, based on their respective interest distribution amounts;

- to principal of the classes of senior certificates relating to each loan group then entitled to receive distributions of principal, in the order and subject to the priorities set forth under *"Description of the Certificates — Principal,"* in this prospectus supplement, in each case in an aggregate amount up to the maximum amount of principal to be distributed on the classes and/or on the Distribution Date;

- to any Class PO Deferred Amounts with respect to applicable Class PO Certificates, but only from amounts that would otherwise be distributed on the Distribution Date as principal of the subordinated certificates;

- to interest on and then principal of each class of subordinated certificates, in the order of their numerical class designations, beginning with the Class M Certificates, in each case subject to the limitations set forth under *"Description of the Certificates — Interest" and "— Principal"* in this prospectus supplement; and

- any remaining available amounts, to the Class A-R Certificates.

"Available Funds" for a loan group for any Distribution Date will be equal to *the sum of*:

- all scheduled installments of interest (net of the related Expense Fees and premiums in respect of lender paid primary mortgage insurance on a mortgage loan) and principal due on the mortgage loans in that loan group on the Due Date in the month in which the Distribution Date occurs and received before the related Determination Date, together with any advances with respect to them;

- all proceeds of any primary mortgage guaranty insurance policies and any other insurance policies with respect to the mortgage loans in that loan group, to the extent the proceeds are not applied to the restoration of the related mortgaged property or released to the mortgagor in accordance with the master servicer's normal servicing procedures and all other cash amounts received and retained in connection with (a) the liquidation of defaulted mortgage loans in that loan group, by foreclosure or otherwise during the calendar month preceding the month of the Distribution Date (in each case, net of unreimbursed expenses incurred in connection with a liquidation or foreclosure and unreimbursed advances, if any) and (b) any Subsequent Recoveries with respect to mortgage loans in that loan group;

- all partial or full prepayments with respect to mortgage loans in that loan group received during the related Prepayment Period together with interest paid in connection with the prepayment, other than certain excess amounts and the Compensating Interest; and

- amounts received with respect to the Distribution Date as the Substitution Adjustment Amount or purchase price in respect of a deleted mortgage loan or a mortgage loan in that loan group repurchased by a seller or the master servicer as of the Distribution Date,

reduced by amounts in reimbursement for advances previously made and other amounts as to which the master servicer is entitled to be reimbursed from the Certificate Account pursuant to the pooling and servicing agreement.

Interest

Pass-Though Rates. The classes of offered certificates will have the respective pass-through rates set forth on the cover page hereof or as described below.

LIBOR Certificates.

Each class of LIBOR Certificates will bear interest during its initial interest accrual period at the Initial Pass-Through Rate set forth below, and will bear interest during each interest accrual period thereafter, subject to the applicable Maximum and Minimum Pass-Through Rates, at the per annum rate determined by reference to LIBOR as described below:

Class	Initial Pass-Through Rate	Maximum/Minimum Pass-Through Rate	Formula for Calculation of Class Pass-Through Rate
Class 1-A-1	5.35%	6.00% /0.40%	LIBOR + 0.40%
Class 1-A-2	0.65%	5.60% / 0.00%	5.60% - LIBOR

Class X Certificates

The pass-through rate for the Class 1-X Certificates for the Interest Accrual Period for any Distribution Date will be equal to the excess of (a) the weighted average of the net mortgage rates of the Non-Discount mortgage loans in loan group 1, weighted on the basis of the Stated Principal Balance thereof as of the Due Date in the preceding calendar month (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date), over (b) 6.00%. The pass-through rate for the Class 1-X Certificates for the Interest Accrual Period for the first Distribution Date is expected to be approximately 0.35885% per annum.

The pass-through rate for the Class 2-X Certificates for the Interest Accrual Period for any Distribution Date will be equal to the excess of (a) the weighted average of the net mortgage rates of the Non-Discount mortgage loans in loan group 2, weighted on the basis of the Stated Principal Balance thereof as of the Due Date in the preceding calendar month (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date), over (b) 4.75%. The pass-through rate for the Class 2-X Certificates for the Interest Accrual Period for the first Distribution Date is expected to be approximately 0.48187% per annum.

The pass-through rate for the Class 3-X Certificates for the Interest Accrual Period for any Distribution Date will be equal to the excess of (a) the weighted average of the net mortgage rates of the Non-Discount mortgage loans in loan group 3, weighted on the basis of the Stated Principal Balance thereof as of the Due Date in the preceding calendar month (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date), over (b) 5.50%. The pass-through rate for the Class 3-X Certificates for the Interest Accrual Period for the first Distribution Date is expected to be approximately 0.27817% per annum.

The pass-through rate for the Class 4-X Certificates for the Interest Accrual Period for any Distribution Date will be equal to the excess of (a) the weighted average of the net mortgage rates of the Non-Discount mortgage loans in loan group 4, weighted on the basis of the Stated Principal Balance thereof as of the Due Date in the preceding calendar month (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date), over (b) 5.75%. The pass-through rate for the Class 4-X Certificates for the Interest Accrual Period for the first Distribution Date is expected to be approximately 0.39622% per annum.

Subordinated Certificates

The pass-through rate for each class of subordinated certificates for the Interest Accrual Period related to any Distribution Date will be a per annum rate equal to *the sum of*:

- 6.00% *multiplied by* the excess of the loan group 1 principal balance as of the Due Date in the month preceding the calendar month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date) over the aggregate of the Class Certificate Balances of the group 1 senior certificates immediately prior to that Distribution Date,

- 4.75% *multiplied by* the excess of the loan group 2 principal balance as of the Due Date in the month preceding the calendar month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date) over the aggregate of the Class Certificate Balances of the group 2 senior certificates immediately prior to that Distribution Date,

- 5.50% *multiplied by* the excess of the loan group 3 principal balance as of the Due Date in the month preceding the calendar month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date) over the aggregate of the Class Certificate Balances of the group 3 senior certificates immediately prior to that Distribution Date, and

- 5.75% *multiplied by* the excess of the loan group 4 principal balance as of the Due Date in the month preceding the calendar month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to such prior Due Date) over the aggregate of the Class Certificate Balances of the group 4 senior certificates immediately prior to that Distribution Date,

divided by the aggregate of the Class Certificate Balances of the subordinated certificates immediately prior to that Distribution Date. The pass-through rate for each class of subordinated certificates for the first Interest Accrual Period will be approximately 5.77173% per annum.

The Class PO Certificates are principal only certificates and will not bear interest.

Interest Entitlement. With respect to each Distribution Date for all of the interest- bearing certificates (other than the LIBOR Certificates), the interest accrual period will be the calendar month preceding the month of the Distribution Date. The interest accrual period for the LIBOR Certificates will be the one-month period commencing on the 25th day of the month before the month in which that Distribution Date occurs and ending on the 24th day of the month in which the Distribution Date occurs. Each interest accrual period will be deemed to consist of 30 days. Interest will be calculated and payable on the basis of a 360-day year divided into twelve 30-day months.

On each Distribution Date, to the extent of funds available therefor, each interest-bearing class of certificates will be entitled to receive an amount allocable to interest for the related interest accrual period. This "Interest Distribution Amount" for any class will be equal to *the sum of:*

- interest at the applicable pass-through rate on the related Class Certificate Balance or notional amount, as the case may be, immediately prior to that Distribution Date; and

- the sum of the amounts, if any, by which the amount described in the immediately preceding bullet point on each prior Distribution Date exceeded the amount actually distributed as interest on the prior Distribution Dates and not subsequently distributed (which are called unpaid interest amounts).

For each Distribution Date, on or prior to the Corridor Contract Termination Date, on which LIBOR exceeds 5.60%, in addition to the interest distribution amount described above, the Class 1-A-1 Certificates will also be entitled to receive the Yield Supplement Amount from payments allocated to the trustee with respect to the Corridor Contract. See *"—The Corridor Contracts"* in this prospectus supplement.

Allocation of Net Interest Shortfalls

The interest entitlement described above for each class of certificates for any Distribution Date will be reduced by the amount of Net Interest Shortfalls experienced by (a) the related loan group, with respect to the senior certificates (other than the related Class PO Certificates (if any)) and (b) each of the loan groups, with respect to the subordinated certificates. With respect to any Distribution Date and loan group, the "Net Interest Shortfall" is equal to the sum of:

- any net prepayment interest shortfalls for that loan group and Distribution Date, and
- the amount of interest that would otherwise have been received with respect to any mortgage loan in that loan group that was the subject of a Relief Act Reduction or a Debt Service Reduction.

With respect to any Distribution Date, a "net prepayment interest shortfall" for each loan group is the amount by which the aggregate of prepayment interest shortfalls experienced by the mortgage loans in that loan group exceeds the sum of (x) the Compensating Interest for that loan group and Distribution Date and (y) the excess, if any, of the Compensating Interest for each other loan group over the prepayment interest shortfalls for that loan group.

A "prepayment interest shortfall" is the amount by which interest paid by a borrower in connection with a prepayment of principal on a mortgage loan during the portion of the related Prepayment Period occurring in the calendar month preceding the month of the Distribution Date is less than one month's interest at the related mortgage rate less the related Master Servicing Fee Rate on the Stated Principal Balance of the mortgage loan.

A "Relief Act Reduction" is a reduction in the amount of the monthly interest payment on a mortgage loan pursuant to the Servicemembers Civil Relief Act or similar state laws. See "*Certain Legal Aspects of the Loans — Servicemembers Civil Relief Act*" in the prospectus.

A "Debt Service Reduction" is the modification of the terms of a mortgage loan in the course of a borrower's bankruptcy proceeding, allowing for the reduction of the amount of the monthly payment on the related mortgage loan.

Net Interest Shortfalls for a loan group on any Distribution Date will be allocated *pro rata* among all interest-bearing classes of the related senior and subordinated certificates on such Distribution Date, based on the amount of interest each such class of certificates would otherwise be entitled to receive (or, in the case of the subordinated certificates, be deemed to be entitled to receive based on each subordinated class' share of the Assumed Balance, as described more fully below) on such Distribution Date, in each case before taking into account any reduction in such amounts from such Net Interest Shortfalls.

For purposes of allocating Net Interest Shortfalls for a loan group to the subordinated certificates on any Distribution Date, the amount of interest each class of subordinated certificates would otherwise be deemed to be entitled to receive from Available Funds for that loan group on the Distribution Date will be equal to an amount of interest at the pass-through rate on a balance equal to that class' *pro rata* share (based on their respective Class Certificate Balances) of the Assumed Balance for that Distribution Date. The "Assumed Balance" for a Distribution Date and loan group is equal to the Subordinated Percentage for that Distribution Date relating to that loan group of the aggregate of the applicable Non-PO Percentage of the Stated Principal Balance of each mortgage loan in such loan group as of the Due Date occurring in the month prior to the month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to such Due Date); provided, however, on any Distribution

Date after the Senior Termination Date, Net Interest Shortfalls will be allocated to the subordinated certificates based on the amount of interest each such class of certificates would otherwise be entitled to receive on that Distribution Date.

Each class' *pro rata* share of the Net Interest Shortfalls will be based on the amount of interest the class otherwise would have been entitled to receive on the Distribution Date.

If on a particular Distribution Date, Available Funds for a loan group in the Certificate Account applied in the order described above under *"— Priority of Distributions Among Certificates"* are not sufficient to make a full distribution of the interest entitlement on the certificates related to that loan group, interest will be distributed on each class of certificates of equal priority based on the amount of interest it would otherwise have been entitled to receive in the absence of the shortfall. Any unpaid interest amount will be carried forward and added to the amount holders of each class of certificates will be entitled to receive on the next Distribution Date. A shortfall could occur, for example, if losses realized on the mortgage loans in a loan group were exceptionally high or were concentrated in a particular month. Any unpaid interest amount so carried forward will not bear interest.

The Corridor Contract

Countrywide Home Loans has entered into an interest rate corridor transaction. Beginning with the Distribution Date in May 2006 through the Distribution Date in February 2026 (the "Corridor Contract Termination Date"), the Class 1-A-1 Certificates will have the benefit of that interest rate corridor contract (the "Corridor Contract") with Bear Stearns Financial Products Inc. ("Bear Stearns" or the "Corridor Contract Counterparty"). The Corridor Contract will be an asset of a separate trust (the "supplemental interest trust") created under the pooling and servicing agreement for the benefit of the Class 1-A-1 Certificates.

Pursuant to the Corridor Contract, the terms of an ISDA Master Agreement were incorporated into the confirmation, as if such an ISDA Master Agreement had been executed by Countrywide Home Loans and the Corridor Contract Counterparty on the date that the Corridor Contract was executed. The Corridor Contract is also subject to certain ISDA definitions, as published by the International Swaps and Derivatives Association, Inc. On the closing date, Countrywide Home Loans will assign its rights under the Corridor Contract to The Bank of New York, as supplemental interest trustee (in such capacity, the "supplemental interest trustee").

With respect to the Corridor Contract and any Distribution Date on or prior to the Corridor Contract Termination Date, the amount payable by the Corridor Contract Counterparty under the Corridor Contract will equal the product of:

(i) the excess (if any) of (x) the lesser of (A) One-Month LIBOR (as determined by the Corridor Contract Counterparty) and (B) 9.10% over (y) 5.60% for such Distribution Date,

(ii) the Corridor Contract Notional Balance for such Distribution Date,

and (iii) one-twelfth.

On or prior to the Corridor Contract Termination Date, amounts (if any) received under the Corridor Contract by the supplemental interest trustee will be used to pay the Yield Supplement Amount as described below under *"—The Corridor Contract Reserve Fund."* Amounts received on the Corridor Contract in excess of the amount necessary to pay the Yield Supplement Amount on any Distribution Date will remain in the Corridor Contract Reserve Fund and may be used to pay the Yield Supplement

Amounts on future Distribution Dates. Such amounts will not be available to make distributions on any class of Certificates other than the Class 1-A-1 Certificates.

The notional balance of the Corridor Contract is based on the mortgage loans having a constant prepayment rate equal to 11% per annum of the then outstanding principal balance of the applicable mortgage loans.

The "Corridor Contract Notional Balance" is as described in the following table:

Month of Distribution Date	Corridor Contract Notional Balance ($)	Month of Distribution Date	Corridor Contract Notional Balance ($)	Month of Distribution Date	Corridor Contract Notional Balance ($)
May 2006	20,000,000.00	April 2010	3,596,816.30	March 2014	1,104,506.69
June 2006	19,464,796.56	May 2010	3,414,570.91	April 2014	1,103,506.69
July 2006	18,938,859.53	June 2010	3,238,208.81	May 2014	1,102,506.69
August 2006	18,422,159.84	July 2010	3,067,672.53	June 2014	1,101,506.69
September 2006	17,914,607.40	August 2010	2,902,905.19	July 2014	1,100,506.69
October 2006	17,416,112.99	September 2010	2,743,850.44	August 2014	1,099,506.69
November 2006	16,926,588.28	October 2010	2,590,452.49	September 2014	1,098,506.69
December 2006	16,445,945.78	November 2010	2,442,656.08	October 2014	1,097,506.69
January 2007	15,974,098.86	December 2010	2,300,051.43	November 2014	1,096,506.69
February 2007	15,510,961.72	January 2011	2,162,945.03	December 2014	1,095,506.69
March 2007	15,056,449.40	February 2011	2,031,283.14	January 2015	1,094,506.69
April 2007	14,610,477.78	March 2011	1,905,012.59	February 2015	1,093,506.69
May 2007	14,172,963.53	April 2011	1,784,080.71	March 2015	1,092,506.69
June 2007	13,743,824.16	May 2011	1,668,435.33	April 2015	1,091,506.69
July 2007	13,322,977.95	June 2011	1,596,415.27	May 2015	1,090,506.69
August 2007	12,910,344.02	July 2011	1,529,459.77	June 2015	1,089,506.69
September 2007	12,505,842.22	August 2011	1,467,518.46	July 2015	1,088,506.69
October 2007	12,109,393.22	September 2011	1,410,541.46	August 2015	1,087,506.69
November 2007	11,720,918.46	October 2011	1,358,479.39	September 2015	1,086,506.69
December 2007	11,340,340.12	November 2011	1,311,283.34	October 2015	1,085,506.69
January 2008	10,967,581.15	December 2011	1,268,904.90	November 2015	1,084,506.69
February 2008	10,602,565.26	January 2012	1,231,296.10	December 2015	1,083,506.69
March 2008	10,245,216.88	February 2012	1,198,409.47	January 2016	1,082,506.69
April 2008	9,895,461.20	March 2012	1,170,197.98	February 2016	1,081,506.69
May 2008	9,553,224.11	April 2012	1,146,615.09	March 2016	1,080,506.69
June 2008	9,218,432.25	May 2012	1,127,614.68	April 2016	1,079,506.69
July 2008	8,891,012.95	June 2012	1,125,506.69	May 2016	1,078,506.69
August 2008	8,570,894.26	July 2012	1,124,506.69	June 2016	1,077,506.69
September 2008	8,258,004.92	August 2012	1,123,506.69	July 2016	1,076,506.69
October 2008	7,952,274.37	September 2012	1,122,506.69	August 2016	1,075,506.69
November 2008	7,653,632.75	October 2012	1,121,506.69	September 2016	1,074,506.69
December 2008	7,362,010.85	November 2012	1,120,506.69	October 2016	1,073,506.69
January 2009	7,077,340.15	December 2012	1,119,506.69	November 2016	1,072,506.69
February 2009	6,799,552.81	January 2013	1,118,506.69	December 2016	1,071,506.69
March 2009	6,528,581.62	February 2013	1,117,506.69	January 2017	1,070,506.69
April 2009	6,264,360.05	March 2013	1,116,506.69	February 2017	1,069,506.69
May 2009	6,006,822.20	April 2013	1,115,506.69	March 2017	1,068,506.69
June 2009	5,755,902.83	May 2013	1,114,506.69	April 2017	1,067,506.69
July 2009	5,511,537.32	June 2013	1,113,506.69	May 2017	1,066,506.69
August 2009	5,273,661.68	July 2013	1,112,506.69	June 2017	1,065,506.69
September 2009	5,042,212.54	August 2013	1,111,506.69	July 2017	1,064,506.69
October 2009	4,817,127.17	September 2013	1,110,506.69	August 2017	1,063,506.69
November 2009	4,598,343.42	October 2013	1,109,506.69	September 2017	1,062,506.69
December 2009	4,385,799.76	November 2013	1,108,506.69	October 2017	1,061,506.69
January 2010	4,179,435.27	December 2013	1,107,506.69	November 2017	1,060,506.69
February 2010	3,979,189.59	January 2014	1,106,506.69	December 2017	1,059,506.69
March 2010	3,785,002.99	February 2014	1,105,506.69	January 2018	1,058,506.69

Month of Distribution Date	Corridor Contract Notional Balance ($)
February 2018	1,057,506.69
March 2018	1,056,506.69
April 2018	1,055,506.69
May 2018	1,054,506.69
June 2018	1,053,506.69
July 2018	1,052,506.69
August 2018	1,051,506.69
September 2018	1,050,506.69
October 2018	1,049,506.69
November 2018	1,048,506.69
December 2018	1,047,506.69
January 2019	1,046,506.69
February 2019	1,045,506.69
March 2019	1,044,506.69
April 2019	1,043,506.69
May 2019	1,042,506.69
June 2019	1,041,506.69
July 2019	1,040,506.69
August 2019	1,039,506.69
September 2019	1,038,506.69
October 2019	1,037,506.69
November 2019	1,036,506.69
December 2019	1,035,506.69
January 2020	1,034,506.69
February 2020	1,033,506.69
March 2020	1,032,506.69
April 2020	1,031,506.69
May 2020	1,030,506.69
June 2020	1,029,506.69
July 2020	1,028,506.69
August 2020	1,027,506.69
September 2020	1,026,506.69
October 2020	1,025,506.69
November 2020	1,024,506.69
December 2020	1,023,506.69
January 2021	1,022,506.69
February 2021	1,021,506.69
March 2021	1,020,506.69
April 2021	1,019,506.69
May 2021	1,018,506.69
June 2021	1,017,506.69
July 2021	1,016,506.69
August 2021	1,015,506.69
September 2021	1,014,506.69
October 2021	1,013,506.69
November 2021	1,012,506.69
December 2021	1,011,506.69
January 2022	1,010,506.69
February 2022	1,009,506.69
March 2022	1,008,506.69
April 2022	1,007,506.69
May 2022	1,006,506.69
June 2022	1,005,506.69
July 2022	1,004,506.69
August 2022	1,003,506.69
September 2022	1,002,506.69
October 2022	1,001,506.69
November 2022	1,000,506.69
December 2022	999,506.69

Month of Distribution Date	Corridor Contract Notional Balance ($)
January 2023	998,506.69
February 2023	997,506.69
March 2023	996,506.69
April 2023	995,506.69
May 2023	994,506.69
June 2023	993,506.69
July 2023	992,506.69
August 2023	991,506.69
September 2023	990,506.69
October 2023	989,506.69
November 2023	988,506.69
December 2023	987,506.69
January 2024	986,506.69
February 2024	985,506.69
March 2024	984,506.69
April 2024	983,506.69
May 2024	982,506.69
June 2024	981,506.69
July 2024	980,506.69
August 2024	979,506.69
September 2024	978,506.69
October 2024	977,506.69
November 2024	976,506.69
December 2024	946,948.87
January 2025	877,895.87
February 2025	809,613.58
March 2025	742,094.09
April 2025	675,329.57
May 2025	609,312.29
June 2025	544,034.57
July 2025	479,488.82
August 2025	415,667.52
September 2025	352,563.24
October 2025	290,168.59
November 2025	228,476.28
December 2025	167,479.09
January 2026	107,169.87
February 2026	47,541.54
March 2026 and thereafter	0.00

The Corridor Contract is scheduled to remain in effect up to and including the Corridor Contract Termination Date. The Corridor Contract will be subject to early termination only in limited circumstances. Such circumstances generally include certain insolvency or bankruptcy events in relation to the Corridor Contract Counterparty or the supplemental interest trust, the failure by the Corridor Contract Counterparty (within three business days after notice of such failure is received by the Corridor Contract Counterparty) to make a payment due under the Corridor Contract, failure by the Corridor Contract Counterparty (within 30 days after notice of such failure is received) to perform any other agreement made by it under such Corridor Contract and the Corridor Contract becoming illegal or subject to certain kinds of taxation.

It also will be a termination event under the Corridor Contract if the Corridor Contract Counterparty has failed to deliver any information, report, certification or accountants' consent when and as required under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Item 1115(b)(1) or (b)(2) of the Asset Backed Securities Regulation, 17 C.F.R. §§229.1100-229.1123 ("Regulation AB") with respect to certain reporting obligations of the depositor with respect to the issuing entity, which continues unremedied for the time period provided in the Corridor Contract, and the Corridor Contract Counterparty fails to transfer the Corridor Contract, at its sole cost and expense, in whole, but not in part, to a counterparty that, (i) has agreed to deliver any information, report, certification or accountants' consent when and as required under the Exchange Act and Regulation AB with respect to certain reporting obligations of the depositor and the issuing entity, (ii) satisfies any rating requirement set forth in the Corridor Contract, and (iii) is approved by the depositor (which approval shall not be unreasonably withheld and which approval is not needed if such assignment is to a subsidiary of The Bear Stearns Companies, Inc., provided the depositor is given notice) and any rating agency, if applicable.

If the Corridor Contract is terminated early, the Corridor Contract Counterparty may owe a termination payment, payable in a lump sum. Any termination payment received from the Corridor Contract Counterparty will be deposited by the supplemental interest trustee in the Corridor Contract Reserve Fund and applied on future Distribution Dates to pay any Yield Supplement Amount on the Class 1-A-1 Certificates, until the Corridor Contract Termination Date. However, if a termination occurs, there can be no assurance that a termination payment will be paid to the supplemental interest trustee.

The pooling and servicing agreement does not provide for the substitution of a replacement corridor contract in the event of a termination of an existing Corridor Contract or in any other circumstance.

The significance percentage for the Corridor Contract is less than 10%. The "significance percentage" for the Corridor Contract is the percentage that the significance estimate of the Corridor Contract represents of the Class Certificate Balance of the Class 1-A-1 Certificates. The "significance estimate" of the Corridor Contract is determined based on a reasonable good-faith estimate of the maximum probable exposure of the Corridor Contract, made in substantially the same manner as that used in Countrywide Home Loans' internal risk management process in respect of similar instruments.

The Corridor Contract Counterparty is a Delaware corporation and is a bankruptcy remote derivatives product company based in New York, New York that has been established as a wholly owned subsidiary of The Bear Stearns Companies, Inc. The Corridor Contract Counterparty engages in a wide array of over-the-counter interest rate, currency, and equity derivatives, typically with counterparties who require a highly rated derivative provider. The Corridor Contract Counterparty has a ratings classification of "AAA" from Standard & Poor's and "Aaa" from Moody's Investors Service.

The offered certificates do not represent an obligation of the Corridor Contract Counterparty or the supplemental interest trustee. The holders of the offered certificates are not parties to or beneficiaries under

any Corridor Contract and will not have any right to proceed directly against the Corridor Contract Counterparty in respect of its obligations under any Corridor Contract.

The Corridor Contract will be filed with the Securities and Exchange Commission as an Exhibit to a Current Report on Form 8-K after the closing date.

The Corridor Contract Reserve Fund

The pooling and servicing agreement will require the trustee to establish an account (the "Corridor Contract Reserve Fund"), which will be held in trust in the supplemental interest trust by the supplemental interest trustee, on behalf of the holders of the Class 1-A-1 Certificates. On the closing date, the depositor will cause $1,000 to be deposited in the Corridor Contract Reserve Fund. The Corridor Contract Reserve Fund will not be an asset of any REMIC or the issuing entity.

On each Distribution Date, the supplemental interest trustee will deposit in the Corridor Contract Reserve Fund any amounts received in respect of the Corridor Contract for the related interest accrual period. On each Distribution Date, such amounts received in respect of the Corridor Contract will be distributed to the Class 1-A-1 Certificates to the extent necessary to pay the current Yield Supplement Amount and any Yield Supplement Amount remaining unpaid from prior Distribution Dates. Any remaining amounts will remain on deposit in the Corridor Contract Reserve Fund. On the Distribution Date immediately following the earlier of (i) the Corridor Contract Termination Date and (ii) the date on which the Class Certificate Balance of the Class 1-A-1 Certificates has been reduced to zero, all amounts remaining in the Corridor Contract Reserve Fund will be distributed to Countrywide Home Loans.

For any Distribution Date, on or prior to the Corridor Contract Termination Date, on which LIBOR exceeds 5.60%, the "Yield Supplement Amount" will be an amount equal to interest for the related interest accrual period on the Class Certificate Balance of the Class 1-A-1 Certificates immediately prior to such Distribution Date at a rate equal to the excess of (i) the lesser of LIBOR and 9.10% over (ii) 5.60%.

Principal

General. All payments and other amounts received in respect of principal of the mortgage loans in a loan group will be allocated as described under *"—Priorities of Distributions Among Certificates"* between the related Class PO Certificates (if any), on the one hand, and the related senior certificates (other than the related Class PO Certificates (if any) and the related notional amount certificates) and the subordinated certificates, on the other hand, in each case based on the applicable PO Percentage and the applicable Non-PO Percentage, respectively, of those amounts.

The Non-PO Percentage with respect to any mortgage loan in any loan group with a net mortgage rate less than the percentage indicated below (each a "Discount mortgage loan") will be determined as follows:

Discount Mortgage Loans in Loan Group	Net Mortgage Rate for Mortgage Loan	Non-PO Percentage of Discount Mortgage Loan
1	Less than 6.00%	Net mortgage rate *divided* by 6.00%
2	Less than 4.75%	Net mortgage rate *divided* by 4.75%
3	Less than 5.50%	Net mortgage rate *divided* by 5.50%
4	Less than 5.75%	Net mortgage rate *divided* by 5.75%

The Non-PO Percentage with respect to any mortgage loan in any loan group with a net mortgage rate equal to or greater than the percentage indicated below (each a "Non-Discount mortgage loan") will be 100%.

Non-Discount Mortgage Loans in Loan Group	Net Mortgage Rate for Mortgage Loan
1	Greater than or equal to 6.00%
2	Greater than or equal to 4.75%
3	Greater than or equal to 5.50%
4	Greater than or equal to 5.75%

The PO Percentage with respect to any Discount mortgage loan in any loan group will be equal to the amount described below:

Discount Mortgage Loans in Loan Group	PO Percentage of Discount Mortgage Loan
1	(6.00% — net mortgage rate) divided by 6.00%
2	(4.75% — net mortgage rate) divided by 4.75%
3	(5.50% — net mortgage rate) divided by 5.50%
4	(5.75% — net mortgage rate) divided by 5.75%

The PO Percentage with respect to any Non-Discount mortgage loan in any loan group will be 0%.

Non-PO Formula Principal Amount. On each Distribution Date, the Non-PO Formula Principal Amount for each loan group will be distributed as principal with respect to the related classes of senior certificates (other than the related Class PO Certificates (if any) and the notional amount certificates) in an amount up to the Senior Principal Distribution Amount for such loan group and as principal of the subordinated certificates, as a portion of the Subordinated Principal Distribution Amount.

The "Non-PO Formula Principal Amount" for any Distribution Date and loan group will equal the sum of:

(i) the sum of the applicable Non-PO Percentage of

(a) all monthly payments of principal due on each mortgage loan in that loan group on the related Due Date,

(b) the principal portion of the purchase price of each mortgage loan in that loan group that was repurchased by a seller or another person pursuant to the pooling and servicing agreement as of the Distribution Date,

(c) the Substitution Adjustment Amount in connection with any deleted mortgage loan in that loan group received with respect to the Distribution Date,

(d) any insurance proceeds or liquidation proceeds allocable to recoveries of principal of mortgage loans in that loan group that are not yet Liquidated Mortgage Loans received during the calendar month preceding the month of the Distribution Date,

(e) with respect to each mortgage loan in that loan group that became a Liquidated Mortgage Loan during the calendar month preceding the month of the Distribution Date, the amount of the liquidation proceeds allocable to principal received with respect to the mortgage loan, and

(f) all partial and full principal prepayments by borrowers on the mortgage loans in that loan group received during the related Prepayment Period; and

(ii) (A) any Subsequent Recoveries on the mortgage loans in that loan group received during the calendar month preceding the month of the Distribution Date, or (B) with respect to Subsequent Recoveries attributable to a Discount mortgage loan in that loan group which incurred a Realized Loss after the Senior Credit Support Depletion Date, the Non-PO Percentage of any Subsequent Recoveries received during the calendar month preceding the month of such Distribution Date.

Senior Principal Distribution Amount. On each Distribution Date, the Non-PO Formula Principal Amount related to each loan group, in each case up to the amount of the related Senior Principal Distribution Amount for the Distribution Date, will be distributed as principal to the following classes of senior certificates, in the following order of priority:

Distributions with Respect to Loan Group 1

- sequentially

(1) to the Class A-R Certificates, until its Class Certificate Balance is reduced to zero;

(2) to the Class 1-A-6 Certificates, the Priority Amount, until its Class Certificate Balance is reduced to zero;

(3) concurrently,

(A) 61.8953817519%, in the following order of priority:

i) up to $1,000 on each Distribution Date to the Class 1-A-1 Certificates, until its Class Certificate Balance is reduced to zero;

ii) up to $405,000 on each Distribution Date to the Class 1-A-3 Certificates, until its Class Certificate Balance is reduced to zero; and

iii) sequentially, to the Class 1-A-1, Class 1-A-3 and Class 1-A-4 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; and

(B) 38.1046182481%, sequentially, to the Class 1-A-5 and Class 1-A-4 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; and

(4) to the Class 1-A-6 Certificates, without regard to the Priority Amount, until its Class Certificate Balance is reduced to zero.

Distributions with Respect to Loan Group 2

(1) to the Class 2-A-1 Certificates, until its Class Certificate Balance is reduced to zero.

Distributions with Respect to Loan Group 3

(1) to the Class 3-A-1 Certificates, until its Class Certificate Balance is reduced to zero.

Distributions with Respect to Loan Group 4

(1) sequentially, to the Class 4-A-1 and Class 4-A-2 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero.

Notwithstanding the foregoing, on each Distribution Date on and after the Senior Credit Support Depletion Date, the Non-PO Formula Principal Amount for loan groups 1 and 4 will be distributed, concurrently, as principal of the related classes of senior certificates (other than the notional amount certificates and the related Class PO Certificates), *pro rata*, in accordance with their respective Class Certificate Balances immediately before that Distribution Date.

If on any Distribution Date the allocation to the classes of senior certificates (other than the notional amount certificates and the Class PO Certificates) then entitled to distributions of principal would reduce the outstanding Class Certificate Balance of the class or classes below zero, the distribution to the classes of certificates of the Senior Percentage and Senior Prepayment Percentage of the related principal amounts for the Distribution Date will be limited to the percentage necessary to reduce the related Class Certificate Balances to zero.

The capitalized terms used herein shall have the following meanings:

"Priority Amount" for any Distribution Date will equal the sum of (i) the product of (A) the Scheduled Principal Distribution Amount for loan group 1, (B) the Shift Percentage and (C) the Priority Percentage and (ii) the product of (A) the Unscheduled Principal Distribution Amount for loan group 1, (B) the Shift Percentage and (C) the Priority Percentage.

"Priority Percentage" for any Distribution Date will equal the percentage equivalent of a fraction, the numerator of which is the Class Certificate Balance of the Class 1-A-6 Certificates immediately prior to such Distribution Date, and the denominator of which is the aggregate of the applicable Non-PO Percentage of the Stated Principal Balance of each mortgage loan in loan group 1 as of the Due Date in the month preceding the month of such Distribution Date (after giving effect to principal prepayments received in the Prepayment Period related to that prior Due Date).

"Scheduled Principal Distribution Amount" for any Distribution Date will equal the Non-PO Percentage of all amounts described in subclauses (a) through (d) of clause (i) of the definition of Non-PO Formula Principal Amount for such Distribution Date and loan group.

"Unscheduled Principal Distribution Amount" for any Distribution Date will equal the sum of (i) with respect to each mortgage loan that became a Liquidated Mortgage Loan during the calendar month preceding the month of such Distribution Date, the applicable Non-PO Percentage of the Liquidation Proceeds allocable to principal received with respect to such mortgage loan and (ii) the applicable Non-PO Percentage of the amount described in subclause (f) of clause (i) of the definition of Non-PO Formula Principal Amount for such Distribution Date and (iii) any Subsequent Recoveries described in clause (ii) of the definition of Non-PO Formula Principal Amount for such Distribution Date and loan group.

"Shift Percentage" for any Distribution Date occurring during the five years beginning on the first Distribution Date will equal 0%. Thereafter, the Shift Percentage for any Distribution Date occurring on or after the fifth anniversary of the first Distribution Date will be as follows: for any Distribution Date in the first year thereafter, 30%; for any Distribution Date in the second year thereafter, 40%; for any Distribution Date in the third year thereafter, 60%; for any Distribution Date in the fourth year thereafter, 80%; and for any Distribution Date thereafter, 100%.

"Due Date" means, with respect to a mortgage loan, the day of the calendar month on which scheduled payments are due on that mortgage loan. With respect to any Distribution Date, the related Due Date is the first day of the calendar month in which that Distribution Date occurs.

"Prepayment Period" means for any Distribution Date and related Due Date (a) with respect to the mortgage loans directly serviced by Countrywide Servicing, the period from the sixteenth day of the calendar month immediately preceding the month in which the Distribution Date occurs (or in the case of the first Distribution Date, from April 1, 2006) through the fifteenth day of the following calendar month and (b) with respect to the remaining mortgage loans, the calendar month immediately preceding the month in which the Distribution Date occurs.

The "Senior Principal Distribution Amount" for any Distribution Date and loan group will equal the sum of

- the related Senior Percentage of the applicable Non-PO Percentage of all amounts described in subclauses (a) through (d) of clause (i) of the definition of "Non-PO Formula Principal Amount" for that loan group and Distribution Date,

- for each mortgage loan in that loan group that became a Liquidated Mortgage Loan during the calendar month preceding the month of the Distribution Date, the lesser of

    - the related Senior Percentage of the applicable Non-PO Percentage of the Stated Principal Balance of the mortgage loan, and

    - the related Senior Prepayment Percentage of the applicable Non-PO Percentage of the amount of the liquidation proceeds allocable to principal received on the mortgage loan, and

- the sum of

    - the related Senior Prepayment Percentage of the applicable Non-PO Percentage of amounts described in subclause (f) of clause (i) of the definition of Non-PO Formula Principal Amount for that loan group and Distribution Date, and

    - the related Senior Prepayment Percentage of any Subsequent Recoveries described in clause (ii) of the definition of Non-PO Formula Principal Amount for that loan group and Distribution Date,

provided, however, that on any Distribution Date after the third Senior Termination Date, the Senior Principal Distribution Amount for the remaining senior certificates will be calculated pursuant to the above formula based on all the mortgage loans in the mortgage pool, as opposed to the mortgage loans in the related loan group.

"Stated Principal Balance" means for any mortgage loan and Due Date, the unpaid principal balance of the mortgage loan as of that Due Date, as specified in its amortization schedule at that time (before any adjustment to the amortization schedule for any moratorium or similar waiver or grace period), as *reduced* by:

- any previous partial payments and liquidation proceeds received and to the payment of principal due on that Due Date and irrespective of any delinquency in payment by the related borrower; and

- liquidation proceeds allocable to principal received in the prior calendar month and prepayments of principal received through the last day of the related Prepayment Period.

The "pool principal balance" equals the aggregate of the Stated Principal Balances of the mortgage loans.

The "loan group principal balance" with respect to any loan group equals the aggregate of the Stated Principal Balances of the mortgage loans in that loan group.

The "Senior Percentage" of a senior certificate group and Distribution Date is the percentage equivalent of a fraction, not to exceed 100%, the numerator of which is the aggregate of the Class Certificate Balances of each class of senior certificates of such senior certificate group (other than the related Class PO Certificates (if any) and the notional amount certificates) immediately before the Distribution Date and the denominator of which is the aggregate of the applicable Non-PO Percentage of the Stated Principal Balance of each mortgage loan in the related loan group as of the Due Date in the month preceding the month of that Distribution Date (after giving effect to prepayments received in the Prepayment Period related to that preceding Due Date); provided, however, that on any Distribution Date after the third Senior Termination Date, the Senior Percentage of the remaining senior certificate group is the percentage equivalent of a fraction, the numerator of which is the aggregate of the Class Certificate Balances of each class of senior certificates (other than the related Class PO Certificates (if any) and the notional amount certificates) of such remaining senior certificate group immediately prior to such date and the denominator of which is the aggregate of the Class Certificate Balances of all classes of certificates (other than the Class PO Certificates and the notional amount certificates) immediately prior to such Distribution Date. For any Distribution Date on and prior to the third Senior Termination Date, the Subordinated Percentage for the portion of the subordinated certificates relating to a loan group will be calculated as the difference between 100% and the Senior Percentage of the senior certificate group relating to that loan group on such Distribution Date. After the third Senior Termination Date, the Subordinated Percentage will represent the entire interest of the subordinated certificates in the mortgage pool and will be calculated as the difference between 100% and the Senior Percentage for such Distribution Date.

The "Senior Prepayment Percentage" of a senior certificate group for any Distribution Date occurring during the five years beginning on the first Distribution Date will equal 100%. Thereafter, each Senior Prepayment Percentage will be subject to gradual reduction as described in the following paragraphs. This disproportionate allocation of unscheduled payments of principal will have the effect of accelerating the amortization of the senior certificates (other than the related Class PO Certificates and the notional amount certificates) which receive these unscheduled payments of principal while, in the absence of Realized Losses, increasing the interest in the mortgage loans of the applicable loan group evidenced by the subordinated certificates. Increasing the respective interest of the subordinated certificates relative to that of the senior certificates is intended to preserve the availability of the subordination provided by the subordinated certificates.

The "Subordinated Prepayment Percentage" for a loan group as of any Distribution Date will be calculated as the difference between 100% and the related Senior Prepayment Percentage.

The Senior Prepayment Percentage of a senior certificate group for any Distribution Date occurring on or after the fifth anniversary of the first Distribution Date will be as follows:

- for any Distribution Date in the first year thereafter, the related Senior Percentage plus 70% of the related Subordinated Percentage for the Distribution Date;
- for any Distribution Date in the second year thereafter, the related Senior Percentage plus 60% of the related Subordinated Percentage for the Distribution Date;
- for any Distribution Date in the third year thereafter, the related Senior Percentage plus 40% of the related Subordinated Percentage for the Distribution Date;
- for any Distribution Date in the fourth year thereafter, the related Senior Percentage plus 20% of the related Subordinated Percentage for the Distribution Date; and
- for any Distribution Date thereafter, the related Senior Percentage for the Distribution Date (unless on any Distribution Date the Senior Percentage of a senior certificate group exceeds the initial Senior Percentage of such senior certificate group, in which case the Senior Prepayment Percentage for each senior certificate group for that Distribution Date will once again equal 100%).

Notwithstanding the foregoing, no decrease in the Senior Prepayment Percentage for any loan group will occur unless both of the step down conditions listed below are satisfied with respect to each loan group:

- the outstanding principal balance of all mortgage loans in a loan group delinquent 60 days or more (including mortgage loans in foreclosure, real estate owned by the issuing entity and mortgage loans the mortgagors of which are in bankruptcy) (averaged over the preceding six month period), as a percentage of (a) if such date is on or prior to the third Senior Termination Date, the Subordinated Percentage for such loan group of the aggregate of the applicable Non-PO Percentage of the aggregate Stated Principal Balances of the mortgage loans in that loan group or (b) if such date is after the third Senior Termination Date, the aggregate Class Certificate Balance of the subordinated certificates, is less than 50%, and
- cumulative Realized Losses on the mortgage loans in each loan group do not exceed
    - commencing with the Distribution Date on the fifth anniversary of the first Distribution Date, 30% of (i) if such date is on or prior to the third Senior Termination Date, the Subordinated Percentage for that loan group of the aggregate of the applicable Non-PO Percentage of the Stated Principal Balances of the mortgage loans in that loan group, in each case as of the cut-off date or (ii) if such date is after the third Senior Termination Date, the aggregate of the principal balances of the subordinated certificates as of the closing date (in either case, the "original subordinate principal balance"),
    - commencing with the Distribution Date on the sixth anniversary of the first Distribution Date, 35% of the original subordinate principal balance,

- commencing with the Distribution Date on the seventh anniversary of the first Distribution Date, 40% of the original subordinate principal balance,

- commencing with the Distribution Date on the eighth anniversary of the first Distribution Date, 45% of the original subordinate principal balance, and

- commencing with the Distribution Date on the ninth anniversary of the first Distribution Date, 50% of the original subordinate principal balance.

The "Senior Termination Date" for a senior certificate group is the date on which the aggregate Class Certificate Balance of the senior certificates of such senior certificate group (other than the related Class PO Certificates (if any)) is reduced to zero.

Cross-Collateralization. There are two ways in which payments made on the mortgage loans in one loan group may be used to make distributions on classes of senior certificates (other than the related Class PO Certificates (if any)) that are not related to that loan group. They are described below:

1. Cross-Collateralization due to Disproportionate Realized Losses in one Loan Group

If on any Distribution Date the aggregate Class Certificate Balance of the senior certificates of a senior certificate group, other than the related Class PO Certificates (if any) and related notional amount certificates, after giving effect to distributions to be made on that Distribution Date, is greater than the Non-PO Pool Balance for that loan group (any such group, an "Undercollateralized Group"), all amounts otherwise distributable as principal to the subordinated certificates (or, following the Senior Credit Support Depletion Date, the amounts described in the following sentence) will be distributed as principal to the senior certificates of that Undercollateralized Group, other than the related Class PO Certificates (if any) and related notional amount certificates, until the aggregate Class Certificate Balance of the senior certificates, other than the related Class PO Certificates (if any) and related notional amount certificates, of the Undercollateralized Group equals the Non-PO Pool Balance for that loan group (such distribution, an "Undercollateralization Distribution"). If the senior certificates, other than the related Class PO Certificates (if any) and related notional amount certificates, of a senior certificate group constitute an Undercollateralized Group on any Distribution Date following the Senior Credit Support Depletion Date, Undercollateralization Distributions will be made from the excess of the Available Funds for the other loan groups remaining after all required amounts for that Distribution Date have been distributed to the senior certificates, other than the related Class PO Certificates (if any), of those senior certificate groups. If more than one Undercollateralized Group on any Distribution Date is entitled to an Undercollateralization Distribution, such Undercollateralization Distribution shall be allocated among the Undercollateralized Groups, pro rata, based upon the amount by which the aggregate Class Certificate Balance of the senior certificates (other than the related Class PO Certificates (if any) and related notional amount certificates) in each senior certificate group exceeds the sum of the Non-PO Balances for the related Undercollateralized Groups. If more than one senior certificate group on any Distribution Date is required to make an Undercollateralization Distribution to an Undercollateralized Group, the payment of such Undercollateralization Distributions will be allocated among such senior certificate groups (other than the related Class PO Certificates (if any)), pro rata, based upon the aggregate excess of the Available Funds for the senior certificate groups (other than the Undercollateralized Group) remaining after all required amounts for that Distribution Date have been distributed to those senior certificates.

Except as provided otherwise in the preceding paragraph, the subordinated certificates will not receive distributions of principal until each Undercollateralized Group is no longer undercollateralized.

The “Non-PO Pool Balance” for any loan group and Due Date is equal to the excess, if any, of (x) the aggregate Stated Principal Balance of all mortgage loans in the related loan group over (y) the sum of the PO Percentage of the Stated Principal Balance of each Discount mortgage loan in that loan group.

2. Cross-Collateralization due to Rapid Prepayments

On each Distribution Date prior to the earlier of the Senior Credit Support Depletion Date and the third Senior Termination Date, but after the first Senior Termination Date, the Non-PO Formula Principal Amount for the loan group relating to the senior certificate group that has been paid in full, will be distributed to the senior certificates (other than the related Class PO Certificates (if any)) of the other senior certificate groups, so that each remaining senior certificate group receives its pro rata portion thereof. If principal from one loan group is distributed to the classes of senior certificates, other than the related Class PO Certificates (if any), that are not related to that loan group according to this paragraph, the subordinated certificates will not receive that principal as a distribution.

All distributions described in this “*Cross-Collateralization*” section will be made in accordance with the priorities set forth under “*Distributions on the Certificates — Principal — Senior Principal Distribution Amount*” above and “*— Subordinated Principal Distribution Amount*” below.

Subordinated Principal Distribution Amount. On each Distribution Date and with respect to all loan groups, to the extent of Available Funds therefor, the Non-PO Formula Principal Amount for each loan group, up to the amount of the Subordinated Principal Distribution Amount for each loan group for the Distribution Date, will be distributed as principal of the subordinated certificates. Except as provided in the next paragraph, each class of subordinated certificates will be entitled to receive its *pro rata* share of the Subordinated Principal Distribution Amount from all loan groups (based on its respective Class Certificate Balance), in each case to the extent of the amount available from Available Funds from all loan groups for distribution of principal. Distributions of principal of the subordinated certificates will be made sequentially to the classes of subordinated certificates in the order of their distribution priorities, beginning with the Class M Certificates, until their respective Class Certificate Balances are reduced to zero.

With respect to each class of subordinated certificates (other than the class of subordinated certificates then outstanding with the highest priority of distribution), if on any Distribution Date the Applicable Credit Support Percentage is less than the Original Applicable Credit Support Percentage, no distribution of partial principal prepayments and principal prepayments in full from any loan group will be made to any of those classes (the “Restricted Classes”) and the amount of partial principal prepayments and principal prepayments in full otherwise distributable to the Restricted Classes will be allocated among the remaining classes of subordinated certificates, *pro rata*, based upon their respective Class Certificate Balances and distributed in the sequential order described above.

For any Distribution Date and any class of subordinated certificates, the “Applicable Credit Support Percentage” is equal to the sum of the related Class Subordination Percentages of such class and all classes of subordinated certificates which have lower distribution priorities than such class.

For any Distribution Date and any class of Subordinated Certificates, the “Original Applicable Credit Support Percentage” is equal to the Applicable Credit Support Percentage for the class on the date of issuance of the certificates.

The “Class Subordination Percentage” with respect to any Distribution Date and each class of subordinated certificates, will equal the fraction (expressed as a percentage) the numerator of which is the Class Certificate Balance of the class of subordinated certificates immediately before the Distribution Date

and the denominator of which is the aggregate of the Class Certificate Balances of all classes of certificates immediately before the Distribution Date.

On the date of issuance of the certificates, the characteristics of the certificates listed below are expected to be as follows:

	Beneficial Interest in Issuing Entity	Initial Credit Enhancement Level	Original Applicable Credit Support Percentage
Senior Certificates	96.50%	3.50%	N/A
Class M	1.75%	1.75%	3.50%
Class B-1	0.60%	1.15%	1.75%
Class B-2	0.40%	0.75%	1.15%
Class B-3	0.30%	0.45%	0.75%
Class B-4	0.25%	0.20%	0.45%
Class B-5	0.20%	0.00%	0.20%

For purposes of calculating the Applicable Credit Support Percentages of the subordinated certificates, the Class M Certificates will be considered to have a lower numerical class designation and a higher distribution priority than each other class of subordinated certificates. Within the Class B Certificates, the distribution priorities are in numerical order.

The "Subordinated Principal Distribution Amount" for each loan group and any Distribution Date will equal

- *the sum of*
  - the related Subordinated Percentage for that loan group of the applicable Non-PO Percentage of all amounts described in subclauses (a) through (d) of clause (i) of the definition of "Non-PO Formula Principal Amount" for that loan group and that Distribution Date,
  - for each mortgage loan in that loan group that became a Liquidated Mortgage Loan during the calendar month preceding the month of the Distribution Date, the applicable Non-PO Percentage of the remaining liquidation proceeds allocable to principal received on the mortgage loan, after application of the amounts pursuant to the second bulleted item of the definition of Senior Principal Distribution Amount up to the related Subordinated Percentage of the applicable Non-PO Percentage of the Stated Principal Balance of the mortgage loan,
  - the related Subordinated Prepayment Percentage for that loan group of the applicable Non-PO Percentage of the amounts described in subclause (f) of clause (i) of the definition of Non-PO Formula Principal Amount for the Distribution Date, and
  - the related Subordinated Prepayment Percentage of any Subsequent Recoveries described in clause (ii) of the definition of Non-PO Formula Principal Amount for that loan group and Distribution Date,

- *reduced by* the amount of any payments in respect of related Class PO Deferred Amounts on the related Distribution Date.

On any Distribution Date after the third Senior Termination Date, the Subordinated Principal Distribution Amount will not be calculated by loan group but will equal the amount calculated pursuant to the formula set forth above based on the applicable Subordinated Percentage or Subordinated Prepayment Percentage, as applicable, for the subordinated certificates for such Distribution Date with respect to all of the mortgage loans in the mortgage pool as opposed to the mortgage loans in the related loan group.

Class PO Principal Distribution Amount. On each Distribution Date, distributions of principal of each class of Class PO Certificates will be made in an amount equal to the lesser of (x) the related PO Formula Principal Amount for the Distribution Date and (y) the product of

- Available Funds for that loan group remaining after distribution of interest on the senior certificates in the related senior certificate group, and

- a fraction, the numerator of which is the related PO Formula Principal Amount and the denominator of which is the sum of that PO Formula Principal Amount and the related Senior Principal Distribution Amount.

If the Class PO Principal Distribution Amount on a Distribution Date for a class of Class PO Certificates is calculated as provided in clause (y) above, principal distributions to the related senior certificates (other than the notional amount certificates and that class of Class PO Certificates) will be in an amount equal to the product of Available Funds for that loan group remaining after distribution of interest on the related senior certificates and a fraction, the numerator of which is the related Senior Principal Distribution Amount and the denominator of which is the sum of that Senior Principal Distribution Amount and the related PO Formula Principal Amount.

The "PO Formula Principal Amount" for any Distribution Date and each class of the Class PO Certificates will equal the sum of:

- the sum of the applicable PO Percentage of

    - all monthly payments of principal due on each mortgage loan in the related loan group on the related Due Date,

    - the principal portion of the purchase price of each mortgage loan in that loan group that was repurchased by the related seller or another person pursuant to the pooling and servicing agreement as of the Distribution Date,

    - the Substitution Adjustment Amount in connection with any deleted mortgage loan in that loan group received for the Distribution Date,

    - any insurance proceeds or liquidation proceeds allocable to recoveries of principal of mortgage loans in that loan group that are not yet Liquidated Mortgage Loans received during the calendar month preceding the month of the Distribution Date,

    - for each mortgage loan in that loan group that became a Liquidated Mortgage Loan during the calendar month preceding the month of the

Distribution Date, the amount of liquidation proceeds allocable to principal received on the mortgage loan,

- all partial and full principal prepayments by borrowers on the mortgage loans in that loan group received during the related Prepayment Period;

- with respect to Subsequent Recoveries attributable to a Discount mortgage loan in the related loan group which incurred a Realized Loss on any mortgage loan after the Senior Credit Support Depletion Date, the PO Percentage of any Subsequent Recoveries received during the calendar month preceding the month of such Distribution Date.

Residual Certificates. The Class A-R Certificates will remain outstanding for so long as the issuing entity shall exist, whether or not the Class A-R Certificates are receiving current distributions of principal or interest. In addition to distributions of interest and principal as described above, on each Distribution Date, the holders of the Class A-R Certificates will be entitled to receive certain amounts as described in the pooling and servicing agreement and any Available Funds for any loan group remaining after payment of interest on and principal of the senior certificates and Class PO Deferred Amounts on the related PO Class and interest on and principal of the subordinated certificates, as described above. It is not anticipated that there will be any significant amounts remaining for that distribution.

Allocation of Losses

On each Distribution Date, the applicable PO Percentage of any Realized Loss on a Discount mortgage loan in a loan group will be allocated to the related Class PO Certificates (if any) until the Class Certificate Balance thereof is reduced to zero. The amount of any Realized Loss allocated to the related Class PO Certificates on or before the Senior Credit Support Depletion Date will be treated as a Class PO Deferred Amount. To the extent funds are available on the Distribution Date or on any future Distribution Date from amounts that would otherwise be allocable from Available Funds of all of the loan groups for the Subordinated Principal Distribution Amount, Class PO Deferred Amounts will be paid on the related Class PO Certificates before distributions of principal of the subordinated certificates. Any distribution of Available Funds in a loan group in respect of unpaid Class PO Deferred Amounts will not further reduce the Class Certificate Balance of the related Class PO Certificates. The Class PO Deferred Amounts will not bear interest. The Class Certificate Balance of the class of subordinated certificates then outstanding with the lowest distribution priority will be reduced by the amount of any payments in respect of Class PO Deferred Amounts. After the Senior Credit Support Depletion Date, no new Class PO Deferred Amounts will be created.

For purposes of allocating losses on the mortgage loans in any loan group to the subordinated certificates, the Class M Certificates will be considered to have a lower numerical class designation and a higher distribution priority than each other class of subordinated certificates.

The Senior Credit Support Depletion Date is the date on which the Class Certificate Balance of each class of subordinated certificates has been reduced to zero.

On each Distribution Date, the applicable Non-PO Percentage of any Realized Loss on the mortgage loans in a loan group will be allocated:

- first to the subordinated certificates, in the reverse order of their priority of distribution (beginning with the class of subordinated certificates then outstanding with the lowest distribution priority), in each case until the Class Certificate Balance of the respective class of certificates has been reduced to zero, and

- second, to the senior certificates of the related senior certificate group (other than the related Class PO Certificates and the notional amount certificates) *pro rata*, based upon their respective Class Certificate Balances.

Because principal distributions are paid to some classes of certificates (other than the Class PO Classes and the notional amount certificates) before other classes of certificates, holders of the certificates that are entitled to receive principal later bear a greater risk of being allocated Realized Losses on the mortgage loans than holders of classes that are entitled to receive principal earlier.

In general, a "Realized Loss" means, for a Liquidated Mortgage Loan, the amount by which the remaining unpaid principal balance of the mortgage loan exceeds the amount of liquidation proceeds applied to the principal balance of the related mortgage loan. See *"Credit Enhancement — Subordination"* in this prospectus supplement and in the prospectus.

A "Liquidated Mortgage Loan" is a defaulted mortgage loan as to which the master servicer has determined that all recoverable liquidation and insurance proceeds have been received.

"Subsequent Recoveries" are unexpected recoveries, net of reimbursable expenses, with respect to a Liquidated Mortgage Loan that resulted in a Realized Loss in a month prior to the month of receipt of such recoveries.

Reports to Certificateholders

The trustee may, at its option, make the information described in the prospectus under *"Description of the Securities — Reports to Securityholders"* available to certificateholders on the trustee's website (assistance in using the website service may be obtained by calling the trustee's customer service desk at (800) 254-2826). Parties that are unable to use the above distribution option are entitled to have a copy mailed to them via electronic mail by notifying the trustee at its corporate trust office.

Any monthly statement prepared by the trustee is based on information provided by the master servicer. The trustee is not responsible for recomputing, recalculating or verifying the information provided to it by the master servicer and will be permitted to conclusively rely on any information provided to it by the master servicer. The report to certificateholders may include additional or other information of a similar nature to that specified in the prospectus.

Structuring Assumptions

Unless otherwise specified, the information set forth in the tables under *"Yield, Prepayment and Maturity Considerations"* in this prospectus supplement has been prepared on the basis of the following assumed characteristics of the mortgage loans and the following additional assumptions, which combined are the structuring assumptions:

- loan group 1 consists of 7 mortgage loans with the following characteristics:

Principal Balance	Mortgage Rate	Net Mortgage Rate	Original Term to Maturity (In Months)	Remaining Term to Maturity (In Months)	Remaining Interest-Only Term (In Months)
$16,771,210.65	6.0692717826%	5.8461970339%	360	357	117
$45,587,614.45	6.6119734436%	6.3774152011%	360	359	119
$736,000.00	6.0061141304%	5.7471141304%	360	358	178
$1,968,750.00	6.5763142857%	6.3531834920%	360	358	178
$749,816.40	5.8750000000%	5.6660000000%	360	354	54
$34,012,315.07	6.0025998189%	5.7662897290%	360	356	N/A
$51,358,342.60	6.5827397502%	6.3425883936%	360	359	N/A

- loan group 2 consists of 3 mortgage loans with the following characteristics:

Principal Balance	Mortgage Rate	Net Mortgage Rate	Original Term to Maturity (In Months)	Remaining Term to Maturity (In Months)	Remaining Interest-Only Term (In Months)
$175,967.79	5.2500000000%	4.8110000000%	120	101	N/A
$1,386,868.44	4.7189551799%	4.4743277223%	180	149	N/A
$23,651,325.34	5.4472418414%	5.2350018318%	179	171	N/A

- loan group 3 consists of 1 mortgage loan with the following characteristics:

Principal Balance	Mortgage Rate	Net Mortgage Rate	Original Term to Maturity (In Months)	Remaining Term to Maturity (In Months)	Remaining Interest-Only Term (In Months)
$28,116,712.10	6.0008205679%	5.7781685609%	179	171	N/A

- loan group 4 consists of 2 mortgage loans with the following characteristics:

Principal Balance	Mortgage Rate	Net Mortgage Rate	Original Term to Maturity (In Months)	Remaining Term to Maturity (In Months)	Remaining Interest-Only Term (In Months)
$13,826,338.71	5.8305143332%	5.6180325438%	239	234	N/A
$37,036,115.70	6.3570858808%	6.1462206444%	239	235	N/A

- the mortgage loans prepay at the specified constant percentages of the Prepayment Assumption,

- no defaults in the payment by mortgagors of principal of and interest on the mortgage loans are experienced,

- scheduled payments on the mortgage loans in each loan group are received on the first day of each month commencing in the calendar month following the closing date and are computed before giving effect to prepayments received on the last day of the prior month,

- prepayments are allocated as described in this prospectus supplement without giving effect to loss and delinquency tests,

- there are no Net Interest Shortfalls and prepayments represent prepayments in full of individual mortgage loans and are received on the last day of each month, commencing in the calendar month of the closing date,

- the scheduled monthly payment for each mortgage loan (except for the interest-only mortgage loans, during their interest-only periods), has been calculated such that each mortgage loan will amortize in amounts sufficient to repay the current balance of the mortgage loan by its respective remaining term to maturity,

- any mortgage loan with a remaining interest-only term greater than zero does not amortize during the remaining interest-only term. At the end of the remaining interest-only term, any such mortgage loan will amortize in amounts sufficient to repay the current balance of any mortgage loan over the remaining term to maturity calculated at the expiration of the remaining interest-only term,

- the Net mortgage rate is equal to the mortgage rate minus the sum of the master servicing fee and the trustee fee, and where applicable, amounts in respect of lender paid primary mortgage insurance on a mortgage loan,

- the initial Class Certificate Balance, or initial notional amount as applicable, of each class of certificates is as set forth on the cover page hereof,

- interest accrues on each interest-bearing class of certificates at the applicable interest rate set forth on the cover page hereof or as described in this prospectus supplement,

- distributions in respect of the certificates are received in cash on the 25th day of each month commencing in the calendar month following the closing date,

- the closing date of the sale of the certificates is April 28, 2006,

- the Class P Certificates have an initial Class Certificate Balance of $0,

- no seller is required to repurchase or substitute for any mortgage loan,

- the master servicer does not exercise the option to repurchase the mortgage loans described under *"— Optional Purchase of Defaulted Loans"* and *"— Optional Termination,"* and

- no class of certificates becomes a Restricted Class.

Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement assumes a constant prepayment rate ("CPR") or an assumed rate of prepayment each month of the then outstanding principal balance of a pool of new mortgage loans. A 100% prepayment assumption for each loan group (the "Prepayment Assumption") assumes a CPR of 8.0% per annum of the then outstanding principal balance of the applicable mortgage loans in the first month of the life of the mortgage loans and an additional approximately 1.0909090909% (precisely 12%/11) per annum in the second through eleventh months. Beginning in the twelfth month and in each month thereafter during the life of the mortgage loans, a 100% Prepayment Assumption assumes a CPR of 20.0% per annum each month. There is no assurance that prepayments will occur at any of the Prepayment Assumption rates or at any other constant rate.

While it is assumed that each of the mortgage loans prepays at the specified constant percentages of the Prepayment Assumption, this is not likely to be the case. Moreover, discrepancies may exist between the characteristics of the actual mortgage loans which will be delivered to the trustee and characteristics of the mortgage loans used in preparing the tables.

Optional Purchase of Defaulted Loans

The master servicer may, at its option, but subject to the conditions set forth in the pooling and servicing agreement, purchase from the issuing entity any mortgage loan which is delinquent in payment by 151 days or more. Any purchase shall be at a price equal to 100% of the Stated Principal Balance of the

mortgage loan plus accrued interest on it at the applicable mortgage rate from the date through which interest was last paid by the related mortgagor or advanced (and not reimbursed) to the first day of the month in which the amount is to be distributed.

Optional Termination

The master servicer will have the right to purchase all remaining mortgage loans and mortgaged property that the master servicer or its designee has acquired through foreclosure or deed-in-lieu of foreclosure in connection with a defaulted mortgage loan ("REO Property") in the issuing entity and thereby effect early retirement of all the certificates, on any Distribution Date on or after the first Distribution Date on which the aggregate Stated Principal Balance of the mortgage loans and REO Properties in the issuing entity is less than or equal to 10% of the sum of (a) the aggregate Stated Principal Balance of the mortgage loans as of the cut-off date. The master servicer is an affiliate of the sellers and the depositor.

In the event the option is exercised by the master servicer, the purchase will be made at a price equal to the sum of:

- 100% of the Stated Principal Balance of each mortgage loan in the issuing entity (other than in respect of REO Property) plus accrued interest thereon at the applicable Net mortgage rate, and

- the appraised value of any REO Property (up to the Stated Principal Balance of the related mortgage loan) in the issuing entity.

Notice of any termination, specifying the Distribution Date on which certificateholders may surrender their certificates for payment of the final distribution and cancellation, will be given promptly by the trustee by letter to related certificateholders mailed not earlier than the 10th day and no later than the 15th day of the month immediately preceding the month of the final distribution. The notice will specify (a) the Distribution Date upon which final distribution on the certificates will be made upon presentation and surrender of the certificates at the office therein designated, (b) the amount of the final distribution, (c) the location of the office or agency at which the presentation and surrender must be made, and (d) that the Record Date otherwise applicable to the Distribution Date is not applicable, distributions being made only upon presentation and surrender of the certificates at the office therein specified.

In the event a notice of termination is given, the master servicer will cause all funds in the Certificate Account to be remitted to the trustee for deposit in the Distribution Account on the Business Day prior to the applicable Distribution Date in an amount equal to the final distribution in respect of the certificates. At or prior to the time of making the final payment on the certificates, the master servicer as agent of the trustee will sell all of the assets of the issuing entity to the master servicer for cash. Proceeds from a purchase will be distributed to the certificateholders in the priority described above under "—*Distributions*" and will reflect the current Class Certificate Balance and other entitlements of each class at the time of liquidation.

The proceeds from any sale in connection the exercise of the option may not be sufficient to distribute the full amount to which each class of certificates is entitled if the purchase price is based in part on the appraised value of any REO Property and that appraised value is less than the Stated Principal Balance of the related mortgage loan. Any purchase of the mortgage loans and REO Properties will result in an early retirement of the certificates. At the time of the making of the final payment on the certificates, the trustee shall distribute or credit, or cause to be distributed or credited, to the holder of the Class A-R Certificates all cash on hand related to the Class A-R Certificates, and the issuing entity will terminate at

that time. Once the issuing entity has been terminated, certificateholders will not be entitled to receive any amounts that are recovered subsequent to the termination.

Events of Default; Remedies

In addition to the Events of Default described in the prospectus, an Event of Default will consist of the failure by the master servicer to reimburse, in full, the trustee not later than 6:00 p.m., New York City time, on the Business Day following the related Distribution Date for any Advance made by the trustee together with accrued and unpaid interest. If the master servicer fails to make the required reimbursement, so long as the Event of Default has not been remedied, the trustee, but not the certificateholders, may terminate the master servicer, and the trustee may do so without the consent of the certificateholders. Additionally, if the master servicer fails to provide certain information or perform certain duties related to the depositor's reporting obligations under the Exchange Act, with respect to the issuing entity, the depositor, may, without the consent of any of the certificateholders terminate the master servicer.

Certain Matters Regarding the Master Servicer, the Depositor and the Sellers

The prospectus describes the indemnification to which the master servicer and the depositor (and their respective directors, officers, employees and agents) are entitled and also describes the limitations on any liability of the master servicer and the depositor (and their respective directors, officers, employees and agents) to the issuing entity. See *"The Agreements — Certain Matters Regarding the Master Servicer and the Depositor"* in the prospectus. The pooling and servicing agreement provides that these same provisions regarding indemnification and exculpation apply to each seller.

The Trustee

The Bank of New York will be the trustee under the pooling and servicing agreement. The Bank of New York has been, and currently is, serving as indenture trustee and trustee for numerous securitization transactions and programs involving pools of residential mortgages. The depositor, Countrywide Home Loans and any affiliated seller may maintain other banking relationships in the ordinary course of business with the trustee. The offered certificates may be surrendered at the corporate trust office of the trustee located at 101 Barclay Street, 8W, New York, New York 10286, Attention: Corporate Trust Administration or another address that the trustee may designate from time to time.

The trustee will be liable for its own negligent action, its own negligent failure to act or its own willful misconduct. However, the trustee will not be liable, individually or as trustee,

- for an error of judgment made in good faith by a responsible officer of the trustee, unless the trustee was negligent in ascertaining the pertinent facts,

- with respect to any action taken, suffered or omitted to be taken by it in good faith in accordance with the direction of the holders of certificates evidencing not less than 25% of the Voting Rights of the certificates relating to the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred upon the trustee under the pooling and servicing agreement,

- for any action taken, suffered or omitted by it under the pooling and servicing agreement in good faith and in accordance with an opinion of counsel or believed by the trustee to be authorized or within the discretion or rights or powers that it has under the pooling and servicing agreement, or

- for any loss on any investment of funds pursuant to the pooling and servicing agreement (other than as issuer of the investment security).

The trustee is also entitled to rely without further investigation upon any resolution, officer's certificate, certificate of auditors or any other certificate, statement, instrument, opinion, report, notice, request, consent, order, appraisal, bond or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or parties.

The trustee and any successor trustee will, at all times, be a corporation or association organized and doing business under the laws of a state or the United States of America, authorized under the laws of the United States of America to exercise corporate trust powers, having a combined capital and surplus of at least $50,000,000, subject to supervision or examination by a federal or state authority and with a credit rating that would not cause any of the Rating Agencies to reduce or withdraw their respective then-current ratings of any class of certificates (or having provided security from time to time as is sufficient to avoid the reduction). If the trustee no longer meets the foregoing requirements, the trustee has agreed to resign immediately.

The trustee may at any time resign by giving written notice of resignation to the depositor, the master servicer, each Rating Agency and the certificateholders, not less than 60 days before the specified resignation date. The resignation shall not be effective until a successor trustee has been appointed. If a successor trustee has not been appointed within 30 days after the trustee gives notice of resignation, the resigning trustee may petition any court of competent jurisdiction for the appointment of a successor trustee.

The depositor or the master servicer may remove the trustee and appoint a successor trustee if:

- the trustee ceases to meet the eligibility requirements described above and fails to resign after written request to do so is delivered to the trustee by the depositor,

- the trustee becomes incapable of acting, or is adjudged as bankrupt or insolvent, or a receiver of the trustee or of its property is appointed, or any public officer takes charge or control of the trustee or of its property or affairs for the purpose of rehabilitation, conservation or liquidation, or

- a tax is imposed with respect to the issuing entity by any state in which the trustee or the issuing entity is located and the imposition of the tax would be avoided by the appointment of a different trustee.

If the trustee fails to provide certain information or perform certain duties related to the depositor's reporting obligations under the Exchange Act with respect to the issuing entity, the depositor may terminate the trustee without the consent of any of the certificateholders. In addition, the holders of certificates evidencing at least 51% of the Voting Rights of the certificates may at any time remove the trustee and appoint a successor trustee. Notice of any removal of the trustee shall be given by the successor trustee to each Rating Agency.

Any resignation or removal of the trustee and appointment of a successor trustee pursuant to any of the provisions described above will become effective upon acceptance of appointment by the successor trustee.

A successor trustee will not be appointed unless the successor trustee meets the eligibility requirements described above and its appointment does not adversely affect the then-current ratings of the certificates.

Voting Rights

As of any date of determination:

- each class of Notional Amount Certificates will each be allocated 1% of all voting rights in respect of the certificates (collectively, the "Voting Rights") for a total of 5% of the Voting Rights, and
- the other classes of certificates will be allocated the remaining Voting Rights in proportion to their respective outstanding Class Certificate Balances.

Voting Rights will be allocated among the certificates of each class in accordance with their respective percentage interests.

Restrictions on Transfer of the Class A-R Certificates

The Class A-R Certificates will be subject to the restrictions on transfer described in the prospectus under "*Material Federal Income Tax Consequence —Taxation of the REMIC and Its Holders,*" *"—Taxation of Holders of Residual Interests — Restrictions on Ownership and Transfer of Residual Interests*," and "*— Tax Treatment of Foreign Investors*." The Class A-R Certificates (in addition to other ERISA- restricted classes of certificates, as described in the pooling and servicing agreement) may not be acquired by a Plan. See *"ERISA Considerations"* in this prospectus supplement. Each Class A-R Certificate will contain a legend describing the foregoing restrictions.

Ownership of the Residual Certificates

On the Closing Date, the Class A-R Certificates (except as described below) will be acquired by Countrywide Securities Corporation, an affiliate of the depositor, the sellers and the master servicer.

The trustee will be initially designated as "tax matters person" under the pooling and servicing agreement and in that capacity will hold a Class A-R Certificate in the amount of $0.01. As the tax matters person, the trustee will be the primary representative of the issuing entity with respect to any tax administrative or judicial matter. As trustee, the trustee will be responsible for making a REMIC election with respect to each REMIC created under the pooling and servicing agreement and for preparing and filing tax returns with respect to each REMIC.

Restrictions on Investment, Suitability Requirements

An investment in the certificates may not be appropriate for all investors due to tax, ERISA or other legal requirements. Investors should review the disclosure included in this prospectus supplement and the prospectus under *"Material Federal Income Tax Consequences," "ERISA Considerations"* and *"Legal Matters"* prior to any acquisition and are encouraged to consult with their advisors prior to purchasing the certificates.

Yield, Prepayment and Maturity Considerations

General

The effective yield to the holders of each interest-bearing class of certificates (other than the LIBOR Certificates) will be lower than the yield otherwise produced by the applicable rate at which interest is passed through to the holders and the purchase price of the certificates because monthly distributions will not be payable to the holders until the 25th day (or, if that day is not a business day, the following business day) of the month following the month in which interest accrues on the mortgage loans (without any additional distribution of interest or earnings on them for the delay).

Delinquencies on the mortgage loans that are not advanced by or on behalf of the master servicer (because amounts, if advanced, would be nonrecoverable) will adversely affect the yield on the related certificates. Because of the priority of distributions, shortfalls resulting from delinquencies not so advanced will be borne first by the subordinated certificates, in the reverse order of their numerical class designations, then by the senior certificates of the senior certificate groups to which the shortfall relates. If, as a result of the shortfalls, the aggregate of the Class Certificate Balances of all classes of certificates exceeds the pool principal balance, the Class Certificate Balance of the class of subordinated certificates then outstanding with the highest numerical class designation will be reduced by the amount of the excess.

Net Interest Shortfalls will adversely affect the yields of the certificates. In addition, all losses initially will be borne by the subordinated certificates, in the reverse order of their distribution priorities (either directly or through distributions in respect of Class PO Deferred Amounts on the applicable PO Class). Moreover, since the Subordinated Principal Distribution Amount for each Distribution Date will be reduced by the amount of any distributions on the Distribution Date in respect of Class PO Deferred Amounts, the amount distributable as principal on each Distribution Date to each class of subordinated certificates then entitled to a distribution of principal will be less than it otherwise would be in the absence of the Class PO Deferred Amounts. As a result, the yields on the certificates will depend on the rate and timing of Realized Losses.

For purposes of allocating losses and shortfalls resulting from delinquencies to the subordinated certificates, the Class M Certificates will be considered to have a lower numerical class designation than each other class of subordinated certificates.

Prepayment Considerations and Risks

The rate of principal payments on the certificates, the aggregate amount of distributions on the certificates and the yield to maturity of the certificates will be related to the rate and timing of payments of principal on the mortgage loans. The rate of principal payments on the mortgage loans will in turn be affected by the amortization schedules of the mortgage loans and by the rate of principal prepayments, including for this purpose, prepayments resulting from refinancing, liquidations of the mortgage loans due to defaults, casualties, condemnations and repurchases by the sellers or master servicer. Except for approximately 22.50% and 7.37% of the mortgage loans in loan group 1 and loan group 4, respectively, in each case by the aggregate Stated Principal Balance of the mortgage loans in that loan group as of the cut-off date, which have a prepayment charge if the related mortgagor prepays such mortgage loan during a period ranging from one year to five years after origination, the mortgage loans may be prepaid by the mortgagors at any time without a prepayment charge. Because certain of the mortgage loans contain prepayment charges, the rate of principal prepayments may be less than the rate of principal prepayments for mortgage loans that did not have prepayment penalties. The holders of the Class P Certificates will be entitled to all prepayment penalties received on the mortgage loans, and those amounts will not be available for distribution on the other classes of certificates. Under certain circumstances, as described in

the pooling and servicing agreement, the master servicer may waive the payment of any otherwise applicable prepayment penalty. Investors should conduct their own analysis of the effect, if any, that the prepayment penalties, and decisions by the master servicer with respect to the waiver thereof, may have on the prepayment performance of the mortgage loans. In addition, approximately 43.53% of the mortgage loans in loan group 1, by aggregate Stated Principal Balance of the mortgage loans in that loan group as of the cut-off date, do not provide for any payments of principal for the first five, ten or fifteen years following their origination. These mortgage loans may involve a greater degree of risk because, if the related mortgagor defaults, the outstanding principal balance of that mortgage loan will be higher than for an amortizing mortgage loan. During their interest-only periods, these mortgage loans may be less likely to prepay as the interest-only feature may reduce the perceived benefits of refinancing due to the smaller monthly payment. However, as an interest-only mortgage loan approaches the end of its interest-only period, it may be more likely to be prepaid, even if market interest rates at the time are only slightly higher or lower than the interest rate on the interest-only mortgage loans as the related borrowers seek to avoid increases in their respective monthly mortgage payment. The mortgage loans are subject to the "due-on-sale" provisions included therein. See *"The Mortgage Pool"* in this prospectus supplement.

Prepayments, liquidations and purchases of the mortgage loans in a loan group will result in distributions on the certificates related to that loan group of principal amounts which would otherwise be distributed over the remaining terms of these mortgage loans. This includes any optional purchase by the master servicer of a defaulted mortgage loan and any optional repurchase of the remaining mortgage loans in all of the loan groups in connection with the termination of the issuing entity, in each case as described in this prospectus supplement. Since the rate of payment of principal of the mortgage loans will depend on future events and a variety of factors, no assurance can be given as to the rate of payment of principal of the mortgage loans or the rate of principal prepayments. The extent to which the yield to maturity of a class of certificates may vary from the anticipated yield will depend upon the degree to which the certificate is purchased at a discount or premium, and the degree to which the timing of payments thereon is sensitive to prepayments, liquidations and purchases of the mortgage loans in that loan group. Further, an investor should consider the risk that, in the case of the Class PO Certificates and any other certificate purchased at a discount, a slower than anticipated rate of principal payments (including prepayments) on the mortgage loans in that loan group could result in an actual yield to the investor that is lower than the anticipated yield and, in the case of the notional amount certificates and any other certificate purchased at a premium, a faster than anticipated rate of principal payments could result in an actual yield to the investor that is lower than the anticipated yield. Investors in the notional amount certificates should carefully consider the risk that a rapid rate of principal payments on the Non-Discount mortgage loans in the related loan group could result in the failure of the investors to recover their initial investments.

The rate of principal payments (including prepayments) on pools of mortgage loans may vary significantly over time and may be influenced by a variety of economic, geographic, social and other factors, including changes in mortgagors' housing needs, job transfers, unemployment, mortgagors' net equity in the mortgaged properties, servicing decisions, as well as the characteristics of the mortgage loans included in the mortgage pool as described under *"The Mortgage Pool — General"* and *"—Underwriting Process"* in this prospectus supplement. In addition, Countrywide Home Loans' Streamlined Documentation Program may affect the rate of prepayments on the mortgage loans. In general, if prevailing interest rates were to fall significantly below the mortgage rates on the mortgage loans, the mortgage loans could be subject to higher prepayment rates than if prevailing interest rates were to remain at or above the mortgage rates on the mortgage loans. Conversely, if prevailing interest rates were to rise significantly, the rate of prepayments on the mortgage loans would generally be expected to decrease. No assurances can be given as to the rate of prepayments on the mortgage loans in stable or changing interest rate environments. Furthermore, with respect to up to 50% of the mortgage loans in each loan group, the depositor may deliver all or a portion of each related mortgage file to the trustee after the closing date. Should Countrywide Home Loans or any other seller fail to deliver all or a portion of any mortgage files to

the depositor or other designee of the depositor or, at the depositor's direction, to the trustee, within that period, Countrywide Home Loans will be required to use its best efforts to deliver a replacement mortgage loan for the related delayed delivery mortgage loan or repurchase the related delayed delivery mortgage loan. Any repurchases pursuant to this provision would also have the effect of accelerating the rate of prepayments on the mortgage loans.

As described under *"Description of the Certificates — Principal"* in this prospectus supplement, the Senior Prepayment Percentage of the applicable Non-PO Percentage of all principal prepayments on the mortgage loans in a loan group will be initially distributed to the classes of related senior certificates (other than the notional amount certificates and the related Class PO Certificates (if any)) then entitled to receive principal prepayment distributions. This may result in all (or a disproportionate percentage) of the principal prepayments being distributed to holders of the classes of senior certificates (other than the notional amount certificates and the related Class PO Certificates (if any)) and none (or less than their *pro rata* share) of the principal prepayments being distributed to holders of the subordinated certificates during the periods of time described in the definition of each "Senior Prepayment Percentage." The Class 1-A-6 Certificates generally will not receive principal distributions for the first five years after the closing date.

The yields to maturity on the senior certificates (other than the Class PO Certificates) will reflect the prepayment experience on the mortgage loans in the related loan group, and the yields on the subordinated certificates and the Class PO Certificates will reflect a combination of prepayment experience on the mortgage loans in each of the loan groups. Since the mortgage loans in each loan group may exhibit different prepayment behavior either simultaneously or over time, it will be more difficult to estimate the possible prepayment experience on and the resulting effects on the yields to maturity of those certificates.

The timing of changes in the rate of prepayments on the mortgage loans may significantly affect an investor's actual yield to maturity, even if the average rate of principal payments is consistent with an investor's expectation. In general, the earlier a prepayment of principal on the mortgage loans, the greater the effect on an investor's yield to maturity. The effect on an investor's yield as a result of principal payments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the issuance of the offered certificates may not be offset by a subsequent like decrease (or increase) in the rate of principal payments.

The tables in this *"Yield, Prepayment and Maturity Considerations"* section indicate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the illustrated classes of certificates to various constant percentages of the Prepayment Assumption, as applicable, and, in the case of the Inverse Floating Rate Certificates, to various levels of LIBOR. The yields set forth in the tables were calculated by determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable classes of certificates, would cause the discounted present value of the assumed streams of cash flows to equal the assumed aggregate purchase prices of the applicable classes and converting the monthly rates to corporate bond equivalent rates. Those calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on the certificates and consequently do not purport to reflect the return on any investment in any class of certificates when the reinvestment rates are considered.

Sensitivity of the Inverse Floating Rate Certificates

The yield to investors on the Class 1-A-2 Certificates (we sometimes refer to these certificates as the "Inverse Floating Rate Certificates") will be very sensitive to the level of LIBOR and the rate and timing of principal payments (including prepayments) of the mortgage loans in loan group 1, which can be prepaid at any time. As indicated in the table below, an increasing level of prepayments and/or LIBOR will have a negative effect on the yield to investors in the Inverse Floating Rate Certificates.

Changes in the level of LIBOR may not correlate with changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur concurrently with an increased level of LIBOR.

The following table was prepared on the basis of the structuring assumptions and the assumptions that (i) the interest rate applicable to the Inverse Floating Rate Certificates for each applicable interest accrual period, subsequent to its initial interest accrual period, will be based on the indicated level of LIBOR and (ii) the purchase price of the Inverse Floating Rate Certificates (expressed as a percentage of its initial notional amount) is as follows:

Class	Price*
Class 1-A-2	0.3250%

* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table below.

Sensitivity of the Class 1-A-2 Certificates to Prepayments and LIBOR
(Pre-Tax Yield to Maturity)

	Percentage of the Prepayment Assumption				
LIBOR	0%	50%	100%	125%	150%
4.70%	459.1%	426.5%	315.4%	255.3%	197.6%
4.95%	303.7%	273.9%	174.7%	122.6%	74.8%
5.20%	170.2%	142.8%	49.8%	5.5%	(32.1)%
5.45%	57.8%	34.1%	(67.9)%	**	**
5.60% and above	**	**	**	**	**

** Less than (99.9)%

It is highly unlikely that all of the mortgage loans in loan group 1 will have the characteristics assumed or that those mortgage loans will prepay at the same rate until maturity or that all of the mortgage loans in loan group 1 will prepay at the same rate or time. In addition, there can be no assurance that LIBOR will correspond to the levels shown herein and it is highly unlikely that the level of LIBOR will remain constant. As a result of these factors, the pre-tax yield on the Inverse Floating Rate Certificates is likely to differ from those shown in the table above, even if all of the mortgage loans in loan group 1 prepay at the indicated percentages of the Prepayment Assumption and LIBOR is at the indicated level. No representation is made as to the actual rate of principal payments on the mortgage loans in loan group 1, the level of LIBOR for any period or over the life of the Inverse Floating Rate Certificates or as to the yield on the Inverse Floating Rate Certificates. Investors must make their own decisions as to the appropriate combinations of prepayment assumptions and assumptions regarding the level of LIBOR to be used in deciding whether to purchase the Inverse Floating Rate Certificates.

Sensitivity of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates

The yields to investors in the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates will be sensitive to the rate of principal payments (including prepayments) on the Non-Discount mortgage loans in the related loan group (particularly those with high net mortgage rates), which generally can be prepaid at any time. On the basis of the structuring assumptions and prices below, the yields to maturity on the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates would be approximately 0% if prepayments of the Non-Discount mortgage loans in the related loan group were to occur at a constant rate of approximately 139%, 124%, 153% and 136% of the Prepayment Assumption, respectively. If the actual prepayment rate of the Non-Discount mortgage loans in the related loan group were to exceed the foregoing levels for as little as one month while equaling the

levels for the remaining months, the investors in the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates would not fully recoup their initial investments.

As described under *"Description of the Certificates — General,"* the pass-through rates of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates in effect from time to time are calculated by reference to the net mortgage rates of the Non-Discount mortgage loans in the related loan group. The Non-Discount mortgage loans in the related loan group will have higher net mortgage rates (and higher mortgage rates) than the other mortgage loans in that loan group. In general, mortgage loans with higher mortgage rates tend to prepay at higher rates than mortgage loans with relatively lower mortgage rates in response to a given change in market interest rates. As a result, the Non-Discount mortgage loans in a loan group may prepay at higher rates, thereby reducing the related pass-through rate and related notional amount of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates, as applicable.

The information set forth in the following table has been prepared on the basis of the structuring assumptions and on the assumption that the respective purchase prices of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates (expressed as percentages of their respective initial notional amounts) are as follows:

Class	Price*
Class 1-X	1.1500%
Class 2-X	1.3500%
Class 3-X	0.6500%
Class 4-X	1.1500%

* The prices do not include accrued interest. Accrued interest has been added to each such price in calculating the yields set forth in the tables below.

Sensitivity of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates to Prepayments (Pre-tax Yields to Maturity)

	Percentage of Prepayment Assumption				
Class	0%	50%	100%	125%	150%
Class 1-X	31.7%	20.9%	9.5%	3.6%	(2.5)%
Class 2-X	29.6%	18.3%	6.3%	0.0%	(6.5)%
Class 3-X	38.1%	26.4%	14.0%	7.5%	0.8%
Class 4-X	32.0%	20.9%	9.1%	3.0%	(3.3)%

It is unlikely that the Non-Discount mortgage loans in any loan group will have the precise characteristics described in this prospectus supplement or that the Non-Discount mortgage loans in any loan group will all prepay at the same rate until maturity or that all of the Non-Discount mortgage loans in any loan group will prepay at the same rate or time. As a result of these factors, the pre-tax yields on the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates are likely to differ from those shown in the tables above, even if all of the Non-Discount mortgage loans in the related loan group prepay at the indicated percentages of the Prepayment Assumption. No representation is made as to the actual rate of principal payments on the Non-Discount mortgage loans in any loan group for any period or over the lives of the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates or as to the yields on those Certificates. Investors must make their own decisions as to the appropriate prepayment assumptions to be used in deciding whether to purchase the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates.

Sensitivity of the Principal Only Certificates

The Class PO-1, PO-2 and Class PO-4 Certificates will be "principal only" certificates and will not bear interest. As indicated in the following table, a lower than anticipated rate of principal payments (including prepayments) on the Discount mortgage loans in the applicable loan group will have a negative effect on the yields to investors in the Class PO Certificates.

As described above under *"Description of the Certificates — Principal"* in this prospectus supplement, each Class PO Principal Distribution Amount is calculated by reference to the principal payments (including prepayments) on the Discount mortgage loans in the related loan group. The Discount mortgage loans in each loan group will have lower net mortgage rates (and lower mortgage rates) than the other mortgage loans in that loan group. In general, mortgage loans with higher mortgage rates tend to prepay at higher rates than mortgage loans with relatively lower mortgage rates in response to a given change in market interest rates. As a result, the Discount mortgage loans in each loan group may prepay at lower rates, thereby reducing the rate of payment of principal and the resulting yield of the related class of Class PO Certificates.

The information set forth in the following table has been prepared on the basis of the structuring assumptions and on the assumption that the purchase prices of the Class PO Certificates (expressed as percentages of their initial Class Certificate Balances) are as follows:

Class	Price
Class PO-1	65.0000%
Class PO-2	72.0000%
Class PO-4	68.0000%

Sensitivity of the Principal Only Certificates to Prepayments
(Pre-tax Yield to Maturity)

	Percentage of the Related Prepayment Assumption				
Class	0%	50%	100%	125%	150%
Class PO-1	2.3%	6.5%	12.3%	15.5%	18.9%
Class PO-2	5.1%	8.1%	12.1%	14.5%	17.1%
Class PO-4	3.5%	7.1%	12.1%	14.9%	17.9%

It is unlikely that the Discount mortgage loans in any loan group will have the precise characteristics described in this prospectus supplement or that the Discount mortgage loans in any loan group will all prepay at the same rate until maturity or that the Discount mortgage loans will prepay at the same rate or time. As a result of these factors, the pre-tax yields on the Class PO-1, PO-2 and Class PO-4 Certificates are likely to differ from those shown in the table above, even if all of the Discount mortgage loans in the related loan group prepay at the indicated percentages of the Prepayment Assumption. No representation is made as to the actual rate of principal payments on the Discount mortgage loans for any period or over the lives of the Class PO-1, PO-2 and Class PO-4 Certificates or as to the yields on the Class PO-1, PO-2 and Class PO-4 Certificates. Investors must make their own decisions as to the appropriate prepayment assumptions to be used in deciding whether to purchase the Class PO-1, PO-2 and Class PO-4 Certificates.

Weighted Average Lives of the Offered Certificates

The weighted average life of an offered certificate is determined by (a) multiplying the amount of the net reduction, if any, of the Class Certificate Balance or notional amount, as applicable, of the certificate on each Distribution Date by the number of years from the date of issuance to the Distribution Date, (b) summing the results and (c) dividing the sum by the aggregate amount of the net reductions in Class Certificate Balance or notional amount, as applicable, of the certificate referred to in clause (a).

For a discussion of the factors which may influence the rate of payments (including prepayments) of the mortgage loans, see *"— Prepayment Considerations and Risks"* in this prospectus supplement and *"Yield, Maturity and Prepayment Considerations"* in the prospectus.

In general, the weighted average lives of the offered certificates will be shortened if the level of prepayments of principal of the mortgage loans in the related loan group or loan groups increases. However, the weighted average lives of the offered certificates will depend upon a variety of other factors, including the timing of changes in such rate of principal payments, the priority sequence of distributions of principal of the related classes of certificates and the distribution of the amount available for distribution of principal to the related classes of senior certificates (other than the notional amount certificates and the related Class PO Certificates (if any)) in accordance with the rules governing the priorities of payment among the related classes of senior certificates set forth in this prospectus supplement. See *"Description of the Certificates — Principal"* in this prospectus supplement.

The interaction of the foregoing factors may have different effects on various classes of offered certificates and the effects on any class may vary at different times during the life of the class. Accordingly, no assurance can be given as to the weighted average life of any class of offered certificates. Further, to the extent the prices of the offered certificates represent discounts or premiums to their respective initial Class Certificate Balances or initial notional amounts, as the case may be, variability in the weighted average lives of the classes of offered certificates will result in variability in the related yields to maturity. For an example of how the weighted average lives of the classes of offered certificates may be affected at various constant percentages of the Prepayment Assumption, see the Decrement Tables under the next heading.

Decrement Tables

The following tables indicate the percentages of the initial Class Certificate Balances or initial notional amounts of the classes of offered certificates (other than the Class 1-X, Class 2-X, Class 3-X and Class 4-X Certificates) that would be outstanding after each of the dates shown at various constant percentages of the Prepayment Assumption and the corresponding weighted average lives of the classes. The tables have been prepared on the basis of the structuring assumptions. It is not likely that the mortgage loans will have the precise characteristics described in this prospectus supplement or that all of the mortgage loans will prepay at the constant percentages of the Prepayment Assumption specified in the tables or at any other constant rate. Moreover, the diverse remaining terms to maturity of the mortgage loans could produce slower or faster principal distributions than indicated in the tables, which have been prepared using the specified constant percentages of the Prepayment Assumption even if the remaining term to maturity of the mortgage loans is consistent with the remaining terms to maturity of the mortgage loans specified in the structuring assumptions.

Percent of Initial Class Certificate Balances Outstanding*

	Class 1-A-1 and Class 1-A-2†					Class 1-A-3				
	Percentage of Prepayment Assumption					Percentage of Prepayment Assumption				
Distribution Date	**0%**	**50%**	**100%**	**125%**	**150%**	**0%**	**50%**	**100%**	**125%**	**150%**
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	100	85	49	30	12	99	91	91	91	91
April 2008	100	65	0	0	0	98	83	80	69	58
April 2009	100	49	0	0	0	97	74	58	44	31
April 2010	100	37	0	0	0	95	65	40	25	13
April 2011	100	29	0	0	0	94	57	26	11	0
April 2012	100	26	0	0	0	93	48	16	3	0
April 2013	100	26	0	0	0	91	40	9	0	0
April 2014	100	26	0	0	0	90	33	4	0	0
April 2015	99	26	0	0	0	88	27	1	0	0
April 2016	99	26	0	0	0	86	22	0	0	0
April 2017	99	26	0	0	0	83	18	0	0	0
April 2018	99	26	0	0	0	80	13	0	0	0
April 2019	99	26	0	0	0	76	10	0	0	0
April 2020	99	26	0	0	0	72	6	0	0	0
April 2021	99	26	0	0	0	68	3	0	0	0
April 2022	99	25	0	0	0	63	1	0	0	0
April 2023	99	21	0	0	0	58	0	0	0	0
April 2024	99	15	0	0	0	53	0	0	0	0
April 2025	99	10	0	0	0	48	0	0	0	0
April 2026	99	5	0	0	0	42	0	0	0	0
April 2027	99	1	0	0	0	36	0	0	0	0
April 2028	99	0	0	0	0	29	0	0	0	0
April 2029	99	0	0	0	0	22	0	0	0	0
April 2030	99	0	0	0	0	14	0	0	0	0
April 2031	99	0	0	0	0	6	0	0	0	0
April 2032	91	0	0	0	0	0	0	0	0	0
April 2033	65	0	0	0	0	0	0	0	0	0
April 2034	37	0	0	0	0	0	0	0	0	0
April 2035	8	0	0	0	0	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	27.3	6.5	1.0	0.8	0.7	17.3	6.4	3.8	3.0	2.5

* Rounded to the nearest whole percentage.

** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

† In the case of the Class 1-A-2 Certificates, the decrement table indicates the percentage of its initial notional amount outstanding.

Percent of Initial Class Certificate Balances Outstanding*

	Class 1-A-4 Percentage of Prepayment Assumption					Class 1-A-5 Percentage of Prepayment Assumption				
Distribution Date	**0%**	**50%**	**100%**	**125%**	**150%**	**0%**	**50%**	**100%**	**125%**	**150%**
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	100	100	100	100	100	99	90	80	75	70
April 2008	100	100	100	100	100	98	78	59	50	42
April 2009	100	100	100	100	100	98	67	42	32	22
April 2010	100	100	100	100	100	97	57	29	18	9
April 2011	100	100	100	100	94	96	49	18	8	0
April 2012	100	100	100	100	2	95	42	11	1	0
April 2013	100	100	100	58	0	93	36	6	0	0
April 2014	100	100	100	19	0	92	30	2	0	0
April 2015	100	100	100	4	0	91	26	0	0	0
April 2016	100	100	87	3	0	90	23	0	0	0
April 2017	100	100	68	2	0	87	19	0	0	0
April 2018	100	100	53	2	0	85	16	0	0	0
April 2019	100	100	41	1	0	82	13	0	0	0
April 2020	100	100	32	1	0	79	11	0	0	0
April 2021	100	100	25	1	0	76	9	0	0	0
April 2022	100	100	19	0	0	73	7	0	0	0
April 2023	100	100	14	0	0	69	5	0	0	0
April 2024	100	100	11	0	0	65	3	0	0	0
April 2025	100	100	8	0	0	61	2	0	0	0
April 2026	100	100	6	0	0	56	1	0	0	0
April 2027	100	97	5	0	0	52	0	0	0	0
April 2028	100	83	3	0	0	47	0	0	0	0
April 2029	100	67	2	0	0	41	0	0	0	0
April 2030	100	53	2	0	0	36	0	0	0	0
April 2031	100	41	1	0	0	30	0	0	0	0
April 2032	100	30	1	0	0	23	0	0	0	0
April 2033	100	21	0	0	0	16	0	0	0	0
April 2034	100	12	0	0	0	9	0	0	0	0
April 2035	100	5	0	0	0	1	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	29.6	24.6	13.3	7.5	5.5	19.9	6.3	3.0	2.4	2.0

* Rounded to the nearest whole percentage.

** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Percent of Initial Class Certificate Balances Outstanding*

	Class 1-A-6 Percentage of Prepayment Assumption					Class 2-A-1 Percentage of Prepayment Assumption				
Distribution Date	0%	50%	100%	125%	150%	0%	50%	100%	125%	150%
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	100	100	100	100	100	95	86	76	71	66
April 2008	100	100	100	100	100	90	72	57	50	43
April 2009	100	100	100	100	100	85	61	42	34	27
April 2010	100	100	100	100	100	79	51	31	23	17
April 2011	100	100	100	100	100	73	42	22	15	10
April 2012	100	97	93	92	90	66	34	16	10	6
April 2013	99	92	85	81	58	60	28	11	7	3
April 2014	99	86	74	68	37	53	22	8	4	2
April 2015	98	78	61	54	25	45	17	5	3	1
April 2016	96	70	48	40	17	37	13	3	2	1
April 2017	94	61	38	29	12	29	9	2	1	0
April 2018	91	53	29	21	8	20	6	1	1	0
April 2019	89	47	23	15	5	11	3	1	0	0
April 2020	86	41	18	11	4	2	1	0	0	0
April 2021	82	35	14	8	2	0	0	0	0	0
April 2022	79	30	10	6	2	0	0	0	0	0
April 2023	75	26	8	4	1	0	0	0	0	0
April 2024	71	22	6	3	1	0	0	0	0	0
April 2025	67	19	5	2	0	0	0	0	0	0
April 2026	63	16	3	1	0	0	0	0	0	0
April 2027	58	13	3	1	0	0	0	0	0	0
April 2028	53	11	2	1	0	0	0	0	0	0
April 2029	48	9	1	0	0	0	0	0	0	0
April 2030	42	7	1	0	0	0	0	0	0	0
April 2031	36	5	1	0	0	0	0	0	0	0
April 2032	29	4	0	0	0	0	0	0	0	0
April 2033	22	3	0	0	0	0	0	0	0	0
April 2034	15	2	0	0	0	0	0	0	0	0
April 2035	7	1	0	0	0	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	21.5	13.8	10.7	9.9	8.1	8.0	4.9	3.3	2.7	2.3

* Rounded to the nearest whole percentage.
** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Percent of Initial Class Certificate Balances Outstanding*

	Class 3-A-1 Percentage of Prepayment Assumption					Class 4-A-1 Percentage of Prepayment Assumption				
Distribution Date	**0%**	**50%**	**100%**	**125%**	**150%**	**0%**	**50%**	**100%**	**125%**	**150%**
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	95	86	76	71	67	97	85	74	68	62
April 2008	91	73	57	50	43	93	70	50	41	32
April 2009	85	62	43	35	28	89	57	31	21	11
April 2010	80	52	31	24	17	85	45	17	6	0
April 2011	74	43	23	16	10	80	35	6	0	0
April 2012	68	35	16	10	6	76	26	0	0	0
April 2013	61	28	12	7	4	70	18	0	0	0
April 2014	54	23	8	4	2	65	11	0	0	0
April 2015	47	18	6	3	1	59	5	0	0	0
April 2016	39	13	4	2	1	53	0	0	0	0
April 2017	31	9	2	1	0	47	0	0	0	0
April 2018	22	6	1	1	0	40	0	0	0	0
April 2019	13	3	1	0	0	33	0	0	0	0
April 2020	3	1	0	0	0	25	0	0	0	0
April 2021	0	0	0	0	0	17	0	0	0	0
April 2022	0	0	0	0	0	8	0	0	0	0
April 2023	0	0	0	0	0	0	0	0	0	0
April 2024	0	0	0	0	0	0	0	0	0	0
April 2025	0	0	0	0	0	0	0	0	0	0
April 2026	0	0	0	0	0	0	0	0	0	0
April 2027	0	0	0	0	0	0	0	0	0	0
April 2028	0	0	0	0	0	0	0	0	0	0
April 2029	0	0	0	0	0	0	0	0	0	0
April 2030	0	0	0	0	0	0	0	0	0	0
April 2031	0	0	0	0	0	0	0	0	0	0
April 2032	0	0	0	0	0	0	0	0	0	0
April 2033	0	0	0	0	0	0	0	0	0	0
April 2034	0	0	0	0	0	0	0	0	0	0
April 2035	0	0	0	0	0	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	8.2	5.0	3.3	2.7	2.3	9.9	4.1	2.3	1.9	1.6

* Rounded to the nearest whole percentage.

** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Percent of Initial Class Certificate Balances Outstanding*

	Class 4-A-2 Percentage of Prepayment Assumption					Class PO-1 Percentage of Prepayment Assumption				
Distribution Date	0%	50%	100%	125%	150%	0%	50%	100%	125%	150%
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	100	100	100	100	100	99	91	82	78	73
April 2008	100	100	100	100	100	98	81	65	58	51
April 2009	100	100	100	100	100	97	72	51	43	35
April 2010	100	100	100	100	90	96	64	41	32	24
April 2011	100	100	100	84	56	95	57	32	24	17
April 2012	100	100	90	58	35	94	50	25	17	12
April 2013	100	100	67	40	21	92	45	20	13	8
April 2014	100	100	50	27	13	91	40	16	9	6
April 2015	100	100	37	19	8	89	35	12	7	4
April 2016	100	98	28	13	5	87	31	10	5	3
April 2017	100	81	20	9	3	85	27	8	4	2
April 2018	100	66	15	6	2	83	24	6	3	1
April 2019	100	53	11	4	1	80	21	5	2	1
April 2020	100	42	7	3	1	77	18	4	1	1
April 2021	100	32	5	2	0	74	16	3	1	0
April 2022	100	23	3	1	0	71	13	2	1	0
April 2023	95	15	2	1	0	67	11	2	1	0
April 2024	60	9	1	0	0	64	10	1	0	0
April 2025	22	3	0	0	0	60	8	1	0	0
April 2026	0	0	0	0	0	56	7	1	0	0
April 2027	0	0	0	0	0	51	6	0	0	0
April 2028	0	0	0	0	0	47	5	0	0	0
April 2029	0	0	0	0	0	42	4	0	0	0
April 2030	0	0	0	0	0	37	3	0	0	0
April 2031	0	0	0	0	0	31	2	0	0	0
April 2032	0	0	0	0	0	25	2	0	0	0
April 2033	0	0	0	0	0	19	1	0	0	0
April 2034	0	0	0	0	0	12	1	0	0	0
April 2035	0	0	0	0	0	5	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	18.3	13.8	8.9	7.2	5.9	19.8	8.0	4.4	3.5	2.9

* Rounded to the nearest whole percentage.
** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Percent of Initial Class Certificate Balances Outstanding*

	Class PO-2 Percentage of Prepayment Assumption					Class PO-4 Percentage of Prepayment Assumption				
Distribution Date	**0%**	**50%**	**100%**	**125%**	**150%**	**0%**	**50%**	**100%**	**125%**	**150%**
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	94	85	75	70	66	97	88	80	75	71
April 2008	88	71	56	49	43	94	77	62	55	48
April 2009	81	59	41	34	28	91	67	48	40	32
April 2010	74	48	30	23	18	88	58	37	29	22
April 2011	67	39	22	16	11	84	50	28	21	15
April 2012	59	31	15	10	7	80	43	22	15	10
April 2013	51	24	11	7	4	76	37	16	10	7
April 2014	42	18	7	4	2	72	31	12	7	4
April 2015	34	13	5	3	1	67	26	9	5	3
April 2016	24	8	3	1	1	63	22	7	4	2
April 2017	15	5	1	1	0	58	18	5	3	1
April 2018	4	1	0	0	0	52	15	4	2	1
April 2019	0	0	0	0	0	46	12	3	1	0
April 2020	0	0	0	0	0	40	9	2	1	0
April 2021	0	0	0	0	0	34	7	1	0	0
April 2022	0	0	0	0	0	27	5	1	0	0
April 2023	0	0	0	0	0	20	3	0	0	0
April 2024	0	0	0	0	0	12	2	0	0	0
April 2025	0	0	0	0	0	4	1	0	0	0
April 2026	0	0	0	0	0	0	0	0	0	0
April 2027	0	0	0	0	0	0	0	0	0	0
April 2028	0	0	0	0	0	0	0	0	0	0
April 2029	0	0	0	0	0	0	0	0	0	0
April 2030	0	0	0	0	0	0	0	0	0	0
April 2031	0	0	0	0	0	0	0	0	0	0
April 2032	0	0	0	0	0	0	0	0	0	0
April 2033	0	0	0	0	0	0	0	0	0	0
April 2034	0	0	0	0	0	0	0	0	0	0
April 2035	0	0	0	0	0	0	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	6.8	4.6	3.2	2.7	2.3	11.6	6.3	3.9	3.2	2.7

* Rounded to the nearest whole percentage.
** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Percent of Initial Class Certificate Balances Outstanding*

	Class A-R Percentage of Prepayment Assumption					Class M, Class B-1 and Class B-2 Percentage of Prepayment Assumption				
Distribution Date	**0%**	**50%**	**100%**	**125%**	**150%**	**0%**	**50%**	**100%**	**125%**	**150%**
Initial	100	100	100	100	100	100	100	100	100	100
April 2007	0	0	0	0	0	98	98	98	98	98
April 2008	0	0	0	0	0	96	96	96	96	96
April 2009	0	0	0	0	0	94	94	94	94	94
April 2010	0	0	0	0	0	92	92	92	92	92
April 2011	0	0	0	0	0	89	89	89	89	89
April 2012	0	0	0	0	0	87	84	81	80	78
April 2013	0	0	0	0	0	84	78	72	69	65
April 2014	0	0	0	0	0	81	71	61	56	51
April 2015	0	0	0	0	0	78	62	49	43	37
April 2016	0	0	0	0	0	75	54	37	31	25
April 2017	0	0	0	0	0	70	46	28	22	16
April 2018	0	0	0	0	0	66	39	21	15	11
April 2019	0	0	0	0	0	61	32	16	11	7
April 2020	0	0	0	0	0	57	27	12	7	5
April 2021	0	0	0	0	0	53	23	9	5	3
April 2022	0	0	0	0	0	50	19	7	4	2
April 2023	0	0	0	0	0	46	16	5	3	1
April 2024	0	0	0	0	0	43	13	4	2	1
April 2025	0	0	0	0	0	39	11	3	1	1
April 2026	0	0	0	0	0	35	9	2	1	0
April 2027	0	0	0	0	0	32	7	1	1	0
April 2028	0	0	0	0	0	30	6	1	0	0
April 2029	0	0	0	0	0	27	5	1	0	0
April 2030	0	0	0	0	0	23	4	1	0	0
April 2031	0	0	0	0	0	20	3	0	0	0
April 2032	0	0	0	0	0	16	2	0	0	0
April 2033	0	0	0	0	0	12	2	0	0	0
April 2034	0	0	0	0	0	8	1	0	0	0
April 2035	0	0	0	0	0	4	0	0	0	0
April 2036	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (in years)**	0.1	0.1	0.1	0.1	0.1	16.2	11.3	9.3	8.7	8.2

* Rounded to the nearest whole percentage.
** Determined as specified under *"Weighted Average Lives of the Offered Certificates"* herein.

Last Scheduled Distribution Date

The Last Scheduled Distribution Date for the group 1 senior certificates and the subordinated certificates is the distribution date in May 2036, which is the Distribution Date occurring in the month following the month in which the latest stated maturity for any mortgage loan in loan group 1 occurs. The Last Scheduled Distribution Date for the group 2 senior certificates is the distribution date in December 2020, which is the Distribution Date occurring in the month following the month in which the latest stated maturity for any mortgage loan in loan group 2 occurs. The Last Scheduled Distribution Date for the group 3 senior certificates is the distribution date in April 2021, which is the Distribution Date occurring in the month following the month in which the latest stated maturity for any mortgage loan in loan group 3 occurs. The Last Scheduled Distribution Date for the group 4 senior certificates is the distribution date in May 2026, which is the Distribution Date occurring in the month following the month in which the latest stated maturity for any mortgage loan in loan group 4 occurs. Since the rate of distributions in reduction of the Class Certificate Balance or notional amount of each class of offered certificates will depend on the rate of payment (including prepayments) of the related mortgage loans, the Class Certificate Balance or notional amount of any class could be reduced to zero significantly earlier or later than the Last Scheduled Distribution Date. The rate of payments on the mortgage loans will depend on their particular characteristics, as well as on prevailing interest rates from time to time and other economic factors, and no assurance can be given as to the actual payment experience of the mortgage loans. See *"Yield, Prepayment and Maturity Considerations — Prepayment Considerations and Risks"* and *"— Weighted Average Lives of the Offered Certificates"* in this prospectus supplement and *"Yield, Maturity and Prepayment Considerations"* in the prospectus.

The Subordinated Certificates

The weighted average life of, and the yield to maturity on, the subordinated certificates, in increasing order of their numerical class designation, will be progressively more sensitive to the rate and timing of mortgagor defaults and the severity of ensuing losses on the mortgage loans in all of the loan groups. In particular, the rate and timing of mortgagor defaults and the severity of ensuing losses on the mortgage loans may be affected by the characteristics of the mortgage loans included in the mortgage pool as described under *"The Mortgage Pool — General"* and *"— Underwriting Process"* in this prospectus supplement. If the actual rate and severity of losses on the mortgage loans is higher than those assumed by a holder of a subordinated certificate, the actual yield to maturity of the certificate may be lower than the yield expected by the holder based on the holder's assumptions. The timing of losses on mortgage loans will also affect an investor's actual yield to maturity, even if the rate of defaults and severity of losses over the life of the mortgage pool are consistent with an investor's expectations. In general, the earlier a loss occurs, the greater the effect on an investor's yield to maturity. Realized Losses on the mortgage loans will reduce the Class Certificate Balances of the applicable class of subordinated certificates to the extent of any losses allocated to it (as described under *"Description of the Certificates — Allocation of Losses"* in this prospectus supplement), without the receipt of cash attributable to the reduction. In addition, shortfalls in cash available for distributions on the subordinated certificates will result in a reduction in the Class Certificate Balance of the class of subordinated certificates then outstanding with the lowest distribution priority if and to the extent that the aggregate of the Class Certificate Balances of all classes of certificates, following all distributions and the allocation of Realized Losses on a Distribution Date, exceeds the pool principal balance as of the Due Date occurring in the month of the Distribution Date (after giving effect to principal prepayments received in the related Prepayment Period). This result may be more likely due to the multiple loan group structure and the provisions requiring Undercollateralized Distributions. As a result of the reductions, less interest will accrue on the class of subordinated certificates than otherwise would be the case. The yield to maturity of the subordinated certificates will also be affected by the disproportionate allocation of principal prepayments to the senior certificates, Net Interest Shortfalls, other cash shortfalls in Available Funds and

distribution of funds to the Class PO Certificates otherwise available for distribution on the subordinated certificates to the extent of reimbursement for Class PO Deferred Amounts. See *"Description of the Certificates — Allocation of Losses"* in this prospectus supplement.

If on any Distribution Date, the Applicable Credit Support Percentage for any class of subordinated certificates (other than the class of subordinated certificates then outstanding with the highest priority of distribution) is less than its Original Applicable Credit Support Percentage, all partial principal prepayments and principal prepayments in full available for distribution on the subordinated certificates will be allocated solely to that class and all other classes of subordinated certificates with higher distribution priorities, thereby accelerating their amortization relative to that of the Restricted Classes and reducing the weighted average lives of the classes of subordinated certificates receiving the distributions. Accelerating the amortization of the classes of subordinated certificates with higher distribution priorities relative to the other classes of subordinated certificates is intended to preserve the availability of the subordination provided by the other classes.

For purposes of allocating losses and prepayments to the subordinated certificates, the Class M Certificates will be considered to have a lower numerical class designation and a higher distribution priority than each other class of subordinated certificates.

Credit Enhancement

Subordination

Realized Losses allocable to the senior certificates will be allocated as set forth under *"Description of the Certificates — Allocation of Losses"* in this prospectus supplement.

The rights of the holders of the subordinated certificates to receive distributions with respect to the mortgage loans will be subordinated to the rights of the holders of the senior certificates and the rights of the holders of each class of subordinated certificates (other than the Class M Certificates) to receive the distributions will be further subordinated to the rights of the class or classes of subordinated certificates with higher distribution priorities, in each case only to the extent described in this prospectus supplement. The subordination of the subordinated certificates to the senior certificates and the subordination of the classes of subordinated certificates with lower distribution priorities to those with higher distribution priorities is intended to increase the likelihood of receipt, respectively, by the senior certificateholders and the holders of subordinated certificates with higher distribution priorities of the maximum amount to which they are entitled on any Distribution Date and to provide the holders protection against Realized Losses. The applicable Non-PO Percentage of Realized Losses will be allocated to the class of subordinated certificates then outstanding with the lowest distribution priority.

Use of Proceeds

We expect the proceeds to the depositor from the sale of the offered certificates to be approximately $254,510,120, plus accrued interest, before deducting issuance expenses payable by the depositor. The depositor will apply the net proceeds from the sale of these classes of certificates against the purchase price of the mortgage loans.

Legal Proceedings

There are no legal proceedings against Countrywide Home Loans, the depositor, the trustee, the issuing entity or the master servicer, or to which any of their respective properties are subject, that is material to the certificateholders, nor is the depositor aware of any proceedings of this type contemplated by governmental authorities.

Material Federal Income Tax Consequences

The following discussion and the discussion in the prospectus under the caption *"Material Federal Income Tax Consequences"* is the opinion of Sidley Austin LLP ("Tax Counsel") on the anticipated material federal income tax consequences of the purchase, ownership, and disposition of the offered certificates. It is based on the current provisions and interpretations of the Code and the accompanying Treasury regulations and on current judicial and administrative rulings. All of these authorities are subject to change and any change can apply retroactively.

For federal income tax purposes, the issuing entity will consist of one or more REMICs in a tiered structure. The highest REMIC will be referred to as the "Master REMIC," and each REMIC below the Master REMIC (if any) will be referred to as an "underlying REMIC." Each underlying REMIC (if any) will issue multiple classes of uncertificated, regular interests (the "underlying REMIC Regular Interests") that will be held by another REMIC above it in the tiered structure. The assets of the lowest underlying REMIC (or the Master REMIC if there is no underlying REMIC) will consist of the mortgage loans and any other assets designated in the pooling and servicing agreement. The Master REMIC will issue the senior certificates and the subordinated certificates (together, excluding the Class A-R Certificate, the "Regular Certificates"). The Regular Certificates will be designated as the regular interests in the Master REMIC. The Class A-R Certificates (also, the "Residual Certificates") will represent the beneficial ownership of the residual interest in each underlying REMIC (if any) and the residual interest in the Master REMIC. Aggregate distributions on the underlying REMIC Regular Interests held by the Master REMIC (if any) will equal the aggregate distributions on the Regular Certificates issued by the Master REMIC. The supplemental interest trust, Corridor Contract and Corridor Contract Reserve Fund will not constitute any part of any REMIC created under the pooling and servicing agreement.

All classes of the Regular Certificates (except for the Class 1-A-1 Certificates) will be treated as REMIC Regular Interests in the Master REMIC. The Class 1-A-1 Certificates (hereafter, the "Benefited Regular Certificates") will be treated as representing interests in REMIC Regular Interests in the Master REMIC and entitlements to receive payments of Yield Supplement Amounts. Holders of Benefited Regular Certificates must allocate the purchase price for their Benefited Regular Certificates between the REMIC Regular Interest component and the Yield Supplement component.

Upon the issuance of the Certificates, Tax Counsel will deliver its opinion concluding, assuming compliance with the pooling and servicing agreement, for federal income tax purposes, that each REMIC described in the pooling and servicing agreement will qualify as a REMIC within the meaning of Section 860D of the Code, and that the Regular Certificates will represent regular interests in a REMIC. Moreover, Tax Counsel will deliver an opinion concluding that the interests of the holders of the Benefited Regular Certificates with respect to Yield Supplement Amounts will represent, for federal income tax purposes, contractual rights coupled with regular interests within the meaning of Treasury regulations §1.860G-2(i).

Taxation of the Regular Certificates and the REMIC Regular Interest Component of the Benefited Regular Certificates

The Regular Certificates (and the REMIC Regular Interest components of the Benefited Regular Certificates) will be treated as debt instruments issued by the Master REMIC for federal income tax purposes. Income on the Regular Certificates (and the REMIC Regular Interest components of the Benefited Regular Certificates) must be reported under an accrual method of accounting. Under an accrual method of accounting, interest income may be required to be included in a holder's gross income in advance of the holder's actual receipt of that interest income.

The Class PO Certificates will be treated for federal income tax purposes as having been issued with an amount of Original Issue Discount ("OID") equal to the difference between their principal balance and their issue price. Although the tax treatment is not entirely certain, each notional amount certificate will be treated as having been issued with OID in an amount equal to the excess of (1) the sum of all expected payments on the certificate determined under the applicable prepayment assumption over (2) the price at which the certificate was issued. Although unclear, a holder of a notional amount certificate may be entitled to deduct a loss to the extent that its remaining basis exceeds the maximum amount of future payments to which the certificateholder would be entitled if there were no further prepayments on the mortgage loans. Certain other classes of Regular Certificates (including the REMIC Regular Interest components of the Benefited Regular Certificates) may also be treated as having been issued with OID. For purposes of determining the amount and rate of accrual of OID and market discount, the issuing entity intends to assume that there will be prepayments on the mortgage loans in each loan group at a rate equal to 100% of the Prepayment Assumption. No representation is made that the mortgage loans will prepay at the foregoing rate or any other rate. See *"Yield Maturity, and Prepayment Considerations"* and *"Material Federal Income Tax Consequences"* in the prospectus. Computing accruals of OID in the manner described in the prospectus may (depending on the actual rate of prepayments during the accrual period) result in the accrual of negative amounts of OID on the certificates issued with OID in an accrual period. Holders will be entitled to offset negative accruals of OID only against future OID accruals on their certificates.

If the holders of any Regular Certificates are treated as acquiring their certificates (or REMIC Regular Interest components of Benefited Regular Certificates) at a premium, the holders are encouraged to consult their tax advisors regarding the election to amortize bond premium and the method to be employed. See *"Material Federal Income Tax Consequences — Taxation of Debt Securities — Premium"* in the prospectus.

Disposition of Regular Certificates and REMIC Regular Interest Components of Benefited Regular Certificates

Assuming that the Regular Certificates are held as "capital assets" within the meaning of section 1221 of the Code, gain or loss on the disposition of the Certificates (and gain or loss on the disposition of the REMIC Regular Interest component of a Benefited Regular Certificate) should result in capital gain or loss. Such gain, however, will be treated as ordinary income, to the extent it does not exceed the excess (if any) of:

(1) the amount that would have been includible in the holder's gross income with respect to the Regular Certificate (or REMIC Regular Interest component) had income thereon accrued at a rate equal to 110% of the applicable federal rate as defined in section 1274(d) of the Code determined as of the date of purchase of the Certificate

over

(2) the amount actually included in such holder's income.

Tax Treatment For Certain Purposes

As described more fully under *"Material Federal Income Tax Consequences"* in the prospectus, the Regular Certificates (and the REMIC Regular Interest components of the Benefited Regular Certificates) will represent "real estate assets" under Section 856(c)(5)(B) of the Code and qualifying assets under Section 7701(a)(19)(C) of the Code in the same proportion or greater that the assets of the issuing entity will be so treated, and income on the Regular Certificates (and the REMIC Regular Interest components of the Benefited Regular Certificates) will represent "interest on obligations secured by

mortgages on real property or on interests in real property" under Section 856(c)(3)(B) of the Code in the same proportion or greater that the income on the assets of the issuing entity will be so treated. The Regular Certificates (and the REMIC Regular Interest component of the Benefited Regular Certificates but not the Yield Supplement component) will represent qualifying assets under Section 860G(a)(3) of the Code if acquired by a REMIC within the prescribed time periods of the Code.

Yield Supplement Amounts

The following discussions assume that the rights of the holders of the Benefited Regular Certificates with respect to Yield Supplement Amounts will be treated as rights under a notional principal contract rather than as interests in a partnership for federal income tax purposes. If these rights and obligations were treated as representing interests in an entity taxable as a partnership for federal income tax purposes, then there could be different tax timing consequences to all such certificateholders and different withholding tax consequences on payments to certificateholders who are non-U.S. Persons. Prospective investors in the Benefited Regular Certificates should consult their tax advisors regarding their appropriate tax treatment.

The Rights of the Benefited Regular Certificates With Respect to Yield Supplement Amounts

For tax information reporting purposes, the trustee (1) will treat the Yield Supplement Amounts rights of the Benefited Regular Certificates as rights to receive payments under a notional principal contract (specifically, an interest rate corridor contract) and (2) anticipates assuming that these rights will have an insubstantial value relative to the value of the Regular Interest components of the Benefited Regular Certificates. The IRS could, however, successfully argue that the Yield Supplement component of the Benefited Regular Certificates has a greater value. Similarly, the trustee could determine that the Yield Supplement component of the Benefited Regular Certificates has a greater value. In either case, the REMIC Regular Interest component of the Benefited Regular Certificates could be viewed as having been issued with either an additional amount of OID (which could cause the total amount of discount to exceed a statutorily defined de minimis amount) or with less premium (which would reduce the amount of premium available to be used as an offset against interest income). See *"Material Federal Income Tax Consequences — Taxation of the REMIC and Its Holders"* and *"— Taxation of the REMIC"* in the Prospectus. In addition, the Yield Supplement component could be viewed as having been purchased at a higher cost. These changes could affect the timing and amount of income and deductions on the REMIC Regular Interest component and Yield Supplement component.

The portion of the overall purchase price of a Benefited Regular Certificate attributable to the Yield Supplement component must be amortized over the life of the Certificate, taking into account the declining balance of the related REMIC Regular Interest component. Treasury regulations concerning notional principal contracts provide alternative methods for amortizing the purchase price of an interest rate corridor contract. Under one method — the level yield constant interest method — the price paid for an interest rate cap agreement is amortized over the life of the cap as though it were the principal amount of a loan bearing interest at a reasonable rate. Holders are urged to consult their tax advisors concerning the methods that can be employed to amortize the portion of the purchase price paid for the Yield Supplement component of a Benefited Regular Certificate.

Any payments received by a holder of a Benefited Regular Certificate as Yield Supplement Amounts will be treated as periodic payments received under a notional principal contract. For any taxable year, to the extent the sum of the periodic payments received exceeds the amortization of the purchase price of the Yield Supplement component, such excess will be ordinary income. Conversely, to the extent the amortization of the purchase price exceeds the periodic payments, such excess will be allowable as an ordinary deduction. In the case of an individual, such deduction will be subject to the 2-percent floor imposed on miscellaneous itemized deductions under section 67 of the Code and may be

subject to the overall limitation on itemized deductions imposed under section 68 of the Code. In addition, miscellaneous itemized deductions are not allowed for purposes of computing the alternative minimum tax.

Dispositions of the Yield Supplement Component

Upon the sale, exchange, or other disposition of a Benefited Regular Certificate, the Benefited Regular Certificateholder must allocate the amount realized between the Regular Interest component and the Yield Supplement component based on the relative fair market values of those components at the time of sale. Assuming a Benefited Regular Certificate is held as a "capital asset" within the meaning of section 1221 of the Code, any gain or loss on the disposition of the Yield Supplement component should be capital gain or loss.

Tax Treatment For Certain Purposes

The Yield Supplement components of the Benefited Regular Certificates will not qualify as assets described in Section 7701(a)(19)(C) of the Code or as real estate assets under Section 856(c)(5)(B) of the Code. In addition, because of the Yield Supplement component, holders of the Benefited Regular Certificates should consult with their tax advisors before resecuritizing those Certificates in a REMIC.

Residual Certificates

The holders of the Residual Certificates must include the taxable income of each underlying REMIC, if any, and the Master REMIC in their federal taxable income. The resulting tax liability of the holders may exceed cash distributions to them during certain periods. All or a portion of the taxable income from a Residual Certificate recognized by a holder may be treated as "excess inclusion" income, which, with limited exceptions, cannot be reduced by deductions (including net operating losses) and in all cases, is subject to U.S. federal income tax.

In computing alternative minimum taxable income, the special rule providing that taxable income cannot be less than the sum of the taxpayer's excess inclusions for the year does not apply. However, a taxpayer's alternative minimum taxable income cannot be less than the sum of the taxpayer's excess inclusions for the year. In addition, the amount of any alternative minimum tax net operating loss is determined without regard to any excess inclusions.

Purchasers of a Residual Certificate (that is, one of the Class A-R Certificates) are encouraged to consider carefully the tax consequences of an investment in Residual Certificates discussed in the prospectus and consult their tax advisors with respect to those consequences. See *"Material Federal Income Tax Consequences — Taxation of Holders of Residual Interests — Excess Inclusions*" in the prospectus. In particular, prospective holders of Residual Certificates are encouraged to consult their tax advisors regarding whether a Residual Certificate will be treated as a "noneconomic" residual interest, as a "tax avoidance potential" residual interest or as both. Among other things, holders of Noneconomic Residual Certificates should be aware of REMIC regulations that govern the treatment of "inducement fees" and that may affect their ability to transfer their Residual Certificates. See "*Material Federal Income Tax Consequence —Taxation of the REMIC and Its Holders," "—Taxation of Holders of Residual Interests — Restrictions on Ownership and Transfer of Residual Interests*," and "*— Tax Treatment of Foreign Investors*," "*Material Federal Income Tax Consequences — Taxation of Holders of Residual Interests — Mark to Market Rules*," "*— Excess Inclusions*" and "*— Treatment of Inducement Fees"* and *"— Foreign Investors*" in the prospectus.

Additionally, for information regarding Prohibited Transactions and Treatment of Realized Losses, see "*Material Federal Income Tax Consequences — Taxation of the REMIC— Prohibited Transactions and Contributions Tax*" in the prospectus.

As a result of the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "2001 Act"), limitations imposed by Section 68 of the Code on claiming itemized deductions will be phased-out commencing in 2006, which will affect individuals holding Residual Certificates. In addition, as a result of the Jobs and Growth Tax Relief Reconciliation Act of 2003 (the "2003 Act"), the backup withholding rate has been reduced to 28%. Unless they are amended, these provisions of the 2001 Act and the 2003 Act will no longer apply for taxable years beginning after December 31, 2010. See *"Material Federal Income Tax Consequences"* in the prospectus. Investors are encouraged to consult their tax advisors with respect to both statutes.

Other Taxes

No representations are made regarding the tax consequences of the purchase, ownership or disposition of the certificates under any state, local or foreign tax law.

All investors are encouraged to consult their tax advisors regarding the federal, state, local or foreign tax consequences of purchasing, owning or disposing of the certificates.

ERISA Considerations

Any fiduciary of an employee benefit plan or other plan or arrangement (such as an individual retirement account or Keogh plan) that is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or to Section 4975 of the Code (a *"Plan"*), that proposes to cause the Plan to acquire any of the offered certificates (directly or indirectly through investment by an entity or account holding assets of the Plan) is encouraged to consult with its counsel with respect to the potential consequences of the Plan's acquisition and ownership of the certificates under ERISA and Section 4975 of the Code. See *"ERISA Considerations"* in the prospectus. Section 406 of ERISA prohibits "parties in interest" with respect to an employee benefit plan subject to ERISA from engaging in various different types of transactions involving the Plan and its assets unless a statutory, regulatory or administrative exemption applies to the transaction. Section 4975 of the Code imposes excise taxes on prohibited transactions involving "disqualified persons" and Plans described under that Section. ERISA authorizes the imposition of civil penalties for prohibited transactions involving Plans not subject to the requirements of Section 4975 of the Code.

Some employee benefit plans, including governmental plans and some church plans, are not subject to ERISA's requirements. Accordingly, assets of those plans may be invested in the offered certificates without regard to the ERISA considerations described in this prospectus supplement and in the prospectus, subject to the provisions of other applicable federal and state law. Any of those plans that is qualified and exempt from taxation under Sections 401(a) and 501(a) of the Code may be subject to the prohibited transaction rules set forth in Section 503 of the Code.

Investments by Plans or with assets of Plans that are subject to ERISA must satisfy ERISA's general fiduciary requirements, including the requirement of investment prudence and diversification and the requirement that a Plan's investments be made in accordance with the documents governing the Plan. A fiduciary that decides to invest the assets of a Plan in the offered certificates should consider, among other factors, the extreme sensitivity of the investment to the rate of principal payments (including prepayments) on the mortgage loans. It is anticipated that the certificates will constitute "equity interests" in the issuing entity and, in the case of the Class 1-A-1 Certificates, in the supplemental interest trust, for the purpose of the Plan Assets Regulation.

The U.S. Department of Labor has granted to the underwriter an administrative exemption (the "Exemption") from some of the prohibited transaction rules of ERISA and the related excise tax provisions of Section 4975 of the Code with respect to the initial purchase, the holding and the subsequent resale by Plans of securities, including certificates, in pass-through trusts that consist of specified receivables, loans and other obligations that meet the conditions and requirements of the Exemption. The Exemption applies to mortgage loans such as the mortgage loans in the issuing entity. The Exemption extends exemptive relief to certificates, including subordinated certificates, rated in the four highest generic rating categories in certain designated transactions when the conditions of the Exemption, including the requirement that an investing Plan be an "accredited investor" as defined in Rule 501(a)(1) of Regulation D under the Securities Act of 1933, as amended, are met.

For a general description of the Exemption and the conditions that must be satisfied for the Exemption to apply, see *"ERISA Considerations"* in the prospectus.

Except as provided below with regard to the supplemental interest trust, it is expected that the Exemption will apply to the acquisition and holding by Plans of the offered certificates (other than the Class A-R Certificates) and that all conditions of the Exemption other than those within the control of the investors will be met. In addition, as of the date hereof, there is no single mortgagor that is the obligor on five percent (5%) of the mortgage loans included in the issuing entity by aggregate unamortized principal balance of the assets of the issuing entity.

The rating of a certificate may change. If a class of certificates no longer has a rating of at least BBB- (or its equivalent) from at least one of S&P, Fitch, or Moody's, certificates of that class will no longer be eligible for relief under the Exemption (although a Plan that had purchased the certificate when it had an investment-grade rating would not be required by the Exemption to dispose of it).

Because the characteristics of the Class A-R Certificates may not meet the requirements of the Exemption, or any other issued exemption under ERISA, a Plan may have engaged in a prohibited transaction giving rise to excise taxes or civil penalties if it purchases and holds Class A-R Certificates. Consequently, transfers of the Class A-R Certificates (and of certificates of any class that, because of a change of rating, no longer satisfy the rating requirement of the Exemption) will not be registered by the trustee unless the trustee receives:

- **a representation from the transferee of the certificate, acceptable to and in form and substance satisfactory to the trustee, that the transferee is not a Plan, or a person acting on behalf of a Plan or using a Plan's assets to effect the transfer;**

- **a representation that the transferee is an insurance company which is purchasing the certificate with funds contained in an "insurance company general account" (as defined in Section V(e) of Prohibited Transaction Class Exemption 95-60 ("PTCE 95-60")) and that the purchase and holding of the certificate satisfy the requirements of exemptive relief under Sections I and III of PTCE 95-60; or**

- **an opinion of counsel satisfactory to the trustee that the purchase and holding of the certificate by a Plan, or a person acting on behalf of a Plan or using a Plan's assets, will not result in a non-exempt prohibited transaction under ERISA or Section 4975 of the Code and will not subject the trustee or the master servicer to any obligation in addition to those undertaken in the pooling and servicing agreement.**

Prospective Plan investors are encouraged to consult with their legal advisors concerning the impact of ERISA and the Code, the effect of the Plan Assets Regulation and the applicability of the Exemption described in the prospectus, and the potential consequences in their specific circumstances,